ALMOST FAMOUS

UNTITLED

PJX-005

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FOR EDUCATIONAL PURPOSES ONLY

1 FADE IN 1

A close-shot of a yellow legal tablet. A young hand comes into frame, holding a pencil. For a few moments, we hear only the soft scratching of pencil on paper, as credits are written in a series of dissolves. The hand carefully erases and corrects an error or two along the way. And then the sound of an old friend... the warm crackle of a vinyl record... as we now hear Alvin and the Chipmunks' "Christmas Song."

2 EXT. PACIFIC OCEAN -- DAY 2

A lone palm tree rises up into a yellow afternoon sky. Behind it, the sparkling blue of the Pacific Ocean and the city of San Diego. A dry, hot Southern California day. Even the wind is lazy, and a little bored.

3 EXT. NEIGHBORHOOD SHOPPING CENTER - DAY 3

Santa Claus wears shorts and sandals, ringing a bell as he collects for the Salvation Army. This is Christmas in the Southland. No snow, no winter wonderland. Just a pleasantly thick heat and an unchanging season, as music continues.

Turning the corner, walking into frame is **ELAINE MILLER**, 35. She is a tall woman, consumed by the fevered conversation she's having with her pale young son **WILLIAM**, late pre-teens. They stand apart from the other shoppers. All around them is the highly-charged salesmanship of the season... silver glittering fake Christmas trees. She hurries her son through the commercial juggernaut, continuing their lively intellectual conversation, when something stops her. A Workman is affixing letters to a store-front. He has already placed the MERRY... now he's finishing the XMAS. Elaine is strong, but always pleasant, always clear about her purpose in this life.

ELAINE
Excuse me, I'm a teacher. There is no word in The English language -- "Xmas." It's either *Merry Christmas*... or *Happy Holidays*.

The Workman nods thanks, with faux appreciation, as Mom turns away. The Workman shares a look with William, who shrugs - that's my Mom.

TITLE: 1969

4 EXT. MINI-TRACT CONDO COMPLEX -- DAY 4

This is the new professional-class. It's a mini-condo community. Rows of Spanish-styled three-bedroom houses with common walls. Move in on one of these homes, the one without Christmas lights. At the door is a furtive 15 year-old Girl. She checks her breath, straightens her hair. She hides something under her coat, and gathers the proper nonchalance to enter. Music fades.

5 INT. KITCHEN -- DAY 5

We now hear the dialogue between this lively Mother and her son, as she cooks a pan full of soy-based health-food cutlets. The meal simmers unappetizingly in the pan. Across the kitchen we see William. He's a great listener, with a calm and curious face that takes everything in.

WILLIAM
- so Livia -

ELAINE
-- killed everyone off so her son Tiberius could inherit the throne.
(thoughtful pause)
Just like Nixon.

William nods, intrigued. He has a good disposition. The world of knowledge engages him, and he loves what it brings out in his Mom. There is a small clatter at the front door, as the girl we've just seen enters, barely brushing some chimes. She silently curses herself.

ELAINE (cont'd)
Anita, is that you?

ANITA'S VOICE
Hey Mom! I already ate.

Mom moves to the living room to greet William's sister. William peers into the next room.

6 INT. LIVING ROOM -- DAY 6

She's almost to her bedroom down the hall when Mom catches her. We now discover **ANITA**, 16, up-close. She is an alluring young Natalie Wood, with a suspicious and sunny smile.

ELAINE
You sure? I'm making soy cutlets.

The words "soy cutlets" sends a small shiver through the girl.

(CONTINUED)

6 CONTINUED: 6

ANITA
I'm fine. Already ate.

William stands in the doorway now, watching, monitoring, as Mom moves closer to his sister. She sees something curious about her daughter.

ELAINE
Wait. You've been kissing.

ANITA
(too quickly)
No I haven't.

ELAINE
(peering at her lips)
Yes... yes, you have...

ANITA
No I haven't.

ELAINE
Yes you have. I can tell.

ANITA
(boldly)
You can't tell.

Mom steps closer and examines the lips even more carefully. To her, everything is a quest for knowledge.

ELAINE
Not only can I *tell*, I know who it is. It's Darryl.

Anita is stunned silent. She turns slightly to look at herself in a hall mirror, searching for clues, implicating herself immediately.

ELAINE (cont'd)
And what have you got under your coat?

This is the booty Anita didn't want to give up. Mom picks at the corner of an album cover now visible under her jacket. She withdraws the album. It's Simon and Garfunkel's *Bookends*.

ANITA
(busted)
It's unfair that we can't listen to our music!

(CONTINUED)

6 CONTINUED: (2) 6

ELAINE
(weary of the issue)
Honey, it's all about drugs and *promiscuous sex.*

ANITA
Simon and Garfunkel is poetry!

ELAINE
Yes it's poetry. It's the poetry of drugs and promiscuous sex. Look at the picture on the cover...

CLOSE ON BOOKENDS ALBUM COVER

Mom's fingers at the edges. We examine the insolent faces on Richard Avedon's classic album cover. Even Simon and Garfunkel look guilty under her scholarly inspection.

ELAINE (cont'd)
... honey, they're on pot.

ANITA
First it was butter, then sugar and white flour.
(beat)
Bacon, eggs, bologna, rock and roll, motorcycles.

Nearby, William squirms as he watches the gently escalating confrontation. Anita glances at her brother. He silently urges her to downshift. She can't.

ANITA (cont'd)
Then it was celebrating Christmas on a day in September When you knew it wouldn't be "commercialized."

ELAINE
That was an experiment. But I understand -

ANITA
What else are you going to ban?

ELAINE
Honey, you want to rebel against knowledge.

6 CONTINUED: (3) 6

ELAINE (cont'd)
I'm trying to give you the Cliff's Notes on how to live in this world.

ANITA
(simple and direct)
We're like nobody else I know.

These are the words that sting Mom most.

ELAINE
I'm a teacher. Why can't I teach my own kids?
(pats chest)
Use me.

ANITA
Darryl says you use knowledge to keep me down. He says I'm a "yes" person and you're trying to raise us in a "no" environment!

ELAINE
(immediately, can't help it)
Well, clearly, "no" is a word Darryl doesn't hear much.

Anita gasps. Ever the peacemaker, William weighs in. Nearby is a poster - "No More War."

WILLIAM
Mom --

ELAINE
Everything I say is wrong.

ANITA
I can't live here! I hate you! Even *William hates you!*

WILLIAM
I don't hate her.

ANITA
(to William)
You don't even know the truth!

William looks vaguely confused.

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(CONTINUED)

6 CONTINUED: (4) 6

ELAINE
Sweetheart, don't be a drama queen.

Anita takes a breath and then out of her mouth comes the strangled-sounding words of a kid swearing at her parent for the first time.

ANITA
Feck you! All of you!

ELAINE
Hey!

Anita runs down the hall to her room. Elaine turns to William, relating to him more as a fellow parent than a child.

ELAINE (cont'd)
Well, there it is. Your sister using the "f" word.

WILLIAM
I think she said "*feck.*"

ELAINE
(sputtering)
What's the difference?

WILLIAM
(encouraging)
Well. The letter "u"...

Shot moves in on the kid, as we hear the opening strains of The Moody Blues' "Nights in White Satin."

7 INT. SCHOOL DANCE/GYMNASIUM BATHROOM -- NIGHT 7

Music continues. Shot moves along a row of very mature-looking male teenagers, examining themselves in the bathroom mirror. There's the kid with a very mature-looking moustache, the kid proudly sporting full-blown hormonal acne (he slaps on some *Hai Karate*), the guy to whom puberty has already delivered the face of an adult, complete with long jutting sideburns... and then a blank space at the mirror, as the shot moves down, down, down to find William. He is so much younger, without a zit in sight. Puberty is so very distant on his horizon.

8 INT. DANCE -- NIGHT -- UNDER-CRANKED 8

Song continues as we see William's perspective of these much-older looking kids. Girls now are visible, and they are even more mature than the boys we've just seen. They flirt and glow, arms trailing across the shoulders of the boys. Whispering in each other's ears, none of them looking down. It's a troubling experience, to be this close to the alluring world of older teenagers... and to be so invisible to them.

VOICE (O.S.)
Are you really in our grade?

9 INT. JUNIOR HIGH LOCKER ROOM -- DAY 9

William takes a shower in the locker room. Lost in his own world, as the steam envelopes him.

VOICE
(louder)
Are you *really* in our grade?

William turns to see tall, adenoidal TIM TOBIN. The most mature looking kid we've seen yet, he challenges William in a loud theatrical tone. It is a voice right out of *Guys and Dolls*, which incidentally is the school play in which Tobin has just starred. William answers in a respectful voice. He is desperate for acceptance.

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WILLIAM
Yeah.

TOBIN
Hey guys! Check it out! William doesn't Have any *pubes*!

Others now begin to gather around, examining William. He has never been more naked.

GUY # 1
How old are you man?

TOBIN
He's not a man, he's a little baby kid. He Doesn't even get zits yet.

GUY # 2
How come you don't have any hair down there?

9 CONTINUED: 9

TOBIN
(in loud, funny voice)
Where are your pubes???!!

Their voices echo off the tiled walls. Now everyone is watching the hairless William. He is confused by their meanness.

GUY # 2
Yeah. Where are your *pubes*?

All eyes are on him, waiting for a response. The kid's mental wheels turn frantically. And from somewhere comes an attitude, a swagger, and somehow the perfect line arrives from what could only be a merciful deity.

WILLIAM
(cool, dismissive)
I had 'em. *I shaved 'em off.*

It is a new persona for the kid -- the witty guy. And it works. Guy # 2 cracks up, then others. William's new accuser is suddenly surrounded by the impressed gales of laughter of these older boys. Others turn away, on to other things. Tobin stares at William, and then also turns away.

10 INT. FAMILY CAR -- DAY 10

William jumps into the backseat of the white Ford Country Sedan station wagon, carrying books o ("See ya pubes!") Mom continues driving William and Anita home from school.

ELAINE
(cheerfully, by rote, to William in back)
Put on your seatbelt. I don't want you flying through the windshield.

Anita examines her own un-fastened seatbelt, which Mom hasn't noticed.

WILLIAM
We got our annuals today --

ELAINE
(cheerful, automatic)
"Received" your annual.

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10 CONTINUED: 10

WILLIAM
(looking at his photo)
I look so much *younger* than everyone else.

ELAINE
Enjoy it while you can.

Camera drifts from Mom to Anita, who can take it no longer.

ANITA
Mom. It's time.

ELAINE
(pleasant, pointed)
Can this wait until we get home?

ANITA
Mom, *pull over*. Tell him the truth. *Tell him how old he is*.

Mom pulls over, and stares straight ahead with deep irritation.

ELAINE
(as in "be quiet")
He *knows* how old he is.

ANITA
The other kids make fun of him because of How young he looks. Nobody *includes* him.

They call him "The Narc" behind his back...

WILLIAM
They do?

ELAINE
What's a "Narc?"

ANITA
(bleeding for her brother)
A Narcotics Officer!

ELAINE
Well what's wrong with that?

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10 CONTINUED: (2) 10

WILLIAM
(ever the peacemaker)
Come on you guys. It's no big deal. I'm 12. It's okay. She skipped me a grade, it's okay. Big deal. I'm a year younger. They're 13, I'm 12 --
(beat)
Aren't I?

Their silence is eloquent.

ELAINE
(confessing, in a rush)
I also put you in first grade when you were five and never told you.

WILLIAM
(trembling)
So... I'm... how old?

A heavy quiet. She and his sister ignore him, as they now debate the subject with each other.

ANITA
You lied to him? You make such a big deal about the truth and you lied!

ELAINE
(that one hurts)
He never asked.

ANITA
What -- like he's going to ask if he's as old as he *thinks* he is? Don't you realize, this is going to scar him *forever?*

ELAINE
Honey... sweetheart... don't be Cleopatra. We have to be his Mother *and* his Dad.

ANITA
You put too much pressure on him!

WILLIAM
(apprehensive)
How... old...

EX 005

(CONTINUED)

10 CONTINUED: (3) 10

ANITA
And when he rebels in some strange and odd way, Don't blame me.

WILLIAM
... am I?

ELAINE
(matter of fact)
I skipped you an extra grade. You're eleven.

WILLIAM
(horrified, voice cracking)
ELEVEN?

He looks at his body, the information affects him physically. New sounds come from way down deep inside. Mom now begins speed-rapping, trying to stem the leak. She starts the car.

ELAINE
So you skipped fifth grade. There's too much padding In the grades. I taught elementary school. 5th grade - unnecessary. Nothing happens in the 5th grade. All Teachers know it, no one talks about it.

WILLIAM
(still in shock)
E - *leven.*

ELAINE
And you skipped kindergarten because I taught it to you when you were four.

WILLIAM
(still horrified, looking at his body)
This explains... so much...

ANITA
You've robbed him of an adolescence!

ELAINE
Adolescence is a marketing tool.

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10 CONTINUED: (4) 10

ANITA
He's got no "crowd"... no friends...

WILLIAM
Okay!

Anita reaches out to her brother. With the compassion of a saint, she offers this:

ANITA
Honey, I know you were expecting puberty. You're just going to have to shine it on for a while.

Deeply embarrassed, William shrinks down in the seat. Mom monitors his face constantly. She is raw and sincere... and yes, inspiring:

ELAINE
Who needs a "crowd?" You're unique. You're two years ahead of everybody. Take those extra years and do what you Want. Go to Europe for a year! Take a look around, see what you like! Follow your dream! You'll still be the youngest lawyer in the country. Your own great grandfather practiced law until he was 93. Your dad was so proud of you. He knew you were a *pronominally accelerated child.*

ANITA
What about me?

ELAINE
(heartbroken, can't help herself)
You're rebellious and ungrateful of my love.

ANITA
Well, somebody's gotta be normal around here!

WILLIAM
(blinking, still can't believe it)
Eleven.

11 INT. WILLIAM'S BEDROOM -- DAY 11

William finishes the last of many candy bars. A mound of wrappers sit just below the mirror. He examines his face hopefully for zits. Nothing coming. We begin to hear Simon and Garfunkel's "America."

12 INT. LIVING ROOM - DAY 12

Anita stands in the living room. The song continues playing on the stereo.

ANITA
I want to play you a song that explains why I'm leaving, and try to listen.

ELAINE
We can't talk? We have to listen to rock music?

13 EXT. FRONT LAWN -- DAY 13

William watches sadly. Anita's good-looking boyfriend DARRYL, a dead-ringer for young Stephen Stills, loads her suitcases into a large turquoise Chevy. The suitcases are adorned with plastic stick-on flowers. All coolness is leaving William's life. Mom watches nearby, worried and helpless. (Their house is more austere, less "fun" than the other front lawns.)

WILLIAM
Take good care of her in San Francisco, man.

Darryl gives the kid a sub-human look. He's invisible, too young to converse with.

ELAINE
How can she leave such a loving family?

Anita turns and heads towards them. She focuses on William, placing her hands on his young shoulders. Her face is very close to him now, as she delivers this sage prediction of the future.

ANITA
One day you'll be cool.

He nods stoically, hopefully. He is utterly lost. She leans forward and whispers in his ear.

ANITA (cont'd)
Look under your bed. It'll set you free.

Anita shakes hands with Mom, and exits. As the car takes off:

ELAINE
She'll be back.

In the distance we hear the whoop of her daughter.

(CONTINUED)

13 CONTINUED: 13

ANITA
YEAHHHHH-HOOOOOOOO.

ELAINE
Maybe not *soon*...

William watches wistfully. He moves away from his mother. She pulls him closer. Shot moves in on his slightly fearful face.

14 INT. DARRYL'S CAR - DAY 14

Anita looks back at the receding American Gothic-image of her mother and brother. Sister waves to brother. She feels for him. Music now shifts to The Who's "Sparks."

15 INT. BEDROOM -- NIGHT 15

William locks the door. He reaches under his bed. It's a black leatherette travel bag, with tartan design. He unzips the bag -- it's filled with albums. He flips through the amazing, subversive cache of music. Cream's *Wheels of Fire*... the seminal Bob Dylan bootleg *Great White Wonder*... the Rolling Stones' *Get Yer Ya Ya's Out*... The Beach Boys' *Pet Sounds*... *Abraxas* by Santana... Jethro Tull's *Stand Up*... The Mothers of Invention's *We're Only In It For The Money*... *Led Zeppelin*... *Crosby, Stills and Nash*... Miles Davis' *Bitches Brew*... and The Who's *Tommy*... with a note taped to it.

ANITA (V.O.)
"Listen to *Tommy* with a candle burning
and you will see your entire future..."

The heady effect of all these albums registers, as we see him lighting a candle.

TITLE: 1973

16 DETAIL SHOT OF NOTEBOOK 16

A blue school notebook, with ballpoint pen renderings of the names of groups like the Who and Led Zeppelin, complete with carefully drawn thunderbolts. Also, the name LESTER BANGS.

INT. JOURNALISM CLASS -- DAY

William, now 15, sits in class with book, *Adventures in Journalism*. His hair is shoulder-length. A dedicated teacher, PATRICIA DEEGAN, walks the aisles. Music continues.

17 EXT. FOOD MACHINES - DAY 17

William presses the food machine button, pulls an orange from a vending container. He still looks younger than most of the students... and these days, especially the girls.

18 EXT. LUNCH COURT -- DAY 18

William sits apart from all the others, under a tree. He reads intently, happily, as he eats the orange. It's a copy of Creem Magazine. Music continues.

CLOSE ON PHOTOS IN MAGAZINE

Camera moves across the photos, catching the expressions and fashions of the rock heroes of the day. Ian Anderson of Jethro Tull, eyes wide and hair flying as he plays flute. Neil Young, enigmatic with perfectly patched Levis. The Southern Rock Royalty of The Allman Brothers Band, posing and laughing in front of massive stacks of amps. Marc Bolan of T. Rex, his ringlet-hair backlit by stage lights. David Bowie in skin-tight Japanese one-piece attire, onstage with The Spiders From Mars. Pete Townshend of the Who, slashing windmill-style at his guitar.

Drift down to a by-line -- *by Lester Bangs.*

19 EXT. PARKING LOT - DAY 19

William walks through the parking lot after school. Everybody now congregates around the new arrival in their lives - their own cars. Arms suddenly clap William on the back, friendly faces smile strangely, laughing. He takes a few steps and looks up to see... a school official is hurriedly removing something from the high-school marquee.

HIGH-SCHOOL MARQUEE

which reads: WILLIAM MILLER IS TOO YOUNG TO DRIVE (OR FUCK)

All are laughing. He laughs with them, and turns as his face goes slack. He shrugs, marches on.

20 EXT. DOWNTOWN SAN DIEGO RADIO STATION -- DAY 20

The song we've been listening to is ripped off the turntable by a highly-active man in a red promotional t-shirt proclaiming the greatness of The Guess Who. He is a ferocious, lumbering, music-driven presence, and he fills this small radio studio to the very brim. This is LESTER BANGS, 25, the rarely-seen God of a then new art-form -- Rock Journalism. A Disc-jockey with long-long hair watches helplessly. William views all this through a glass window. He stands on the corner of a downtown side

20 CONTINUED: 20

street, halfway up a steep incline. He is the only person on the streets this early Saturday morning. Reveal that he is watching a live radio show, audible to us through the small p.a. speaker overhead.

DISC-JOCKEY
Quite an honor to have the World's Greatest Rock Critic... and editor of *Creem* Magazine, back Home in San Diego for a few days -- Lester Bangs.

LESTER BANGS
What *is* this hippie station?! Where's Iggy Pop? Don't you have a copy of *Raw Power?!*

DISC-JOCKEY
Lester, isn't it a little early for this?

Bangs searches for the album -- vinyl flying everywhere now, with no regard for album jackets.

BANGS
Found it!!

21 EXT. RADIO STATION -- DAY 21

William watches intently. Bangs thuds the needle onto a copy of *Raw Power*. We're rewarded with a blast of Iggy and the Stooges' "Search and Destroy." A closer shot on William now watching the whirlwind of anarchy inside. Lester does an Iggy Pop impression, acting out a story for the d.j. that we cannot hear, never noticing the kid soaking in everything from the other side of this double-glass window.

22 EXT. RADIO STATION -- DAY -- LATER 22

Bangs walks with William on this sharply inclined San Diego street. It's early, the streets are silent. Bangs is about fifteen beer pounds overweight. His jeans are loose, his paleness and messy moustache an emblem of the long days and nights spent writing. In there somewhere is a good-looking guy. His hands are thrust deeply into his pockets, and he takes big swinging steps.

BANGS
So you're the one who's been sending me those articles from your school newspaper -

WILLIAM
I've been doing some stuff for a local underground paper, too.

(CONTINUED)

22 CONTINUED: 22

BANGS
What are you like the star of your school?

WILLIAM
They hate me.

BANGS
You'll meet them all again on their long journey to the middle.

The kid nods, they walk.

BANGS (cont'd)
Well, your writing is damn good. It's just a shame you missed out on rock and roll.

WILLIAM
I did?

BANGS
Oh yeah. It's over.

WILLIAM
Over?

BANGS
Over. You got here just in time for the death rattle, the last gasp, the last *grope*.

WILLIAM
Well. Least I'm here for that.

Bangs looks at the much smaller kid, shaking his head. It's too late for newcomers. But if the kid's age is an issue, he doesn't mention it. Like a machine-gun:

BANGS
What do you type on?

WILLIAM
Smith-Corona Galaxis Deluxe.

BANGS
You like the new Lou Reed?

(CONTINUED)

22 CONTINUED: (2) 22

WILLIAM
(automatic)
The early stuff. The new stuff, he's trying to be Bowie, he should be himself. I'm not a big Lou man.

BANGS
Yeah, but if Bowie's doing Lou, and Lou's Doing Bowie, Lou's still doing Lou.

WILLIAM
(standing his ground)
If you like Lou.

BANGS
Take drugs?

WILLIAM
No.

BANGS
Smart kid. I used to do speed and sometimes Nyquil and stay up all night writing and writing, like 25 pages of dribble about, you know, the Guess Who, or Coltrane, just to write, you know, with the music blasting...

WILLIAM
Me too. The writing part...

For a moment, the serious demeanor dissolves and the oddest thing happens. Bangs laughs. It's an odd and charming laugh, the kind a tough guy keeps well-hidden. It surprises the kid, who smiles back. Bangs stops at the corner, and offers a pleasant but very final nod of his head.

BANGS
Well, alright. It's been nice to meet you. I'll see you around. Keep sending me your stuff.

WILLIAM
Okay. See you.

BANGS
I can't stand here all day talking to my many fans.

WIDE SHOT - SOLITUDE

22 CONTINUED: (3) 22

But neither have anywhere to go on this early downtown morning. They stand for a beat, hands in pockets, on this deserted street. They are alone together, there's nobody else in sight.

23 INT. DINER -- DAY 23

William listens intently as Lester eats a sandwich. His face is an open book filling with words.

BANGS
-- so anyway, you're from San Diego and *that's good*. Because once you go to L.A., you're gonna have friends like crazy but they'll be *fake friends*, they're gonna try to *corrupt* you. The publicists! The bands! You got an honest face, they're gonna tell you *everything*. But you CANNOT make friends with the rock stars.

The kid takes out a green collegiate notebook and gestures -- *can I make a note?* Bangs nods.

BANGS (cont'd)
Cannot make friends with the rock stars.
(savage bite)
That's what's important. If you're a rock journalist, a true journalist -- first you will never get paid much. But you *will* get free records from the record company.

The kid's eyes widen. Bangs, in direct conflict with his brutal writing style, is looking suspiciously like a compassionate softie.

BANGS (cont'd)
And they'll buy you drinks, you'll meet girls... they'll try to fly you places for free.... offer you drugs... I know. It sounds great. But *they are not your friends*. These are people who want you to write sanctimonious stories about the genius of the rock stars, and they will *ruin rock and roll* and strangle everything we love about it.

Privately, William thrills. *We*. *Our*. It all sounds great to him. He listens to the grouping of the words, every one of them. He madly scribbles.

BANGS (cont'd)
They are trying to *buy respectability* for a form that is *gloriously and righteously* -

(CONTINUED)

23 CONTINUED: 23

The kid leans forward as Lester finds the right word.

BANGS (cont'd)
- *dumb*! And you're smart enough to know that. And the day it ceases to be dumb is the day it ceases to be *real*. Right? And then it will just Become an *Industry of Cool*.

WILLIAM
... Industry... of... cool...

BANGS
And *that's what they want!* And it's happening right now. I'm telling you, you're coming along at a very dangerous time for rock and roll. The war is over. They won. 99% of what passes for rock now... SILENCE is much more compelling. It's over. I think you should turn around and go back and be... a lawyer or something... but I can see from your face that you won't. I can pay you thirty-five bucks. Gimme a thousand words on Black Sabbath.

WILLIAM
(attempting cool)
An assignment.

LESTER
Yeah. And you should build your reputation on being honest... and *unmerciful*.

WILLIAM
(writing in notebook)
Honest... unmerciful...

BANGS
And if you get into a jam -- call me. I stay up late.

Bangs reaches across the table, and William watches as he scribbles his number on the back of the kid's green collegiate notebook. The notebook has just become valuable. They sit together, listening to the beautiful and compelling silence.

24 INT. FAMILY CAR -- NIGHT 24

Mom drives William to the San Diego Sports Arena. She looks out the window at the

24 CONTINUED: 24

adrenalized concert-goers. She feels protective not just of her son, but an entire generation. William goes over his questions for Black Sabbath.

ELAINE
Look at this. An entire generation of Cinderellas and *there's no slipper coming*.

William looks out the window at the sign: TONIGHT - SOLD OUT - BLACK SABBATH with special guest Stillwater.

WILLIAM
You can drop me off here.

ELAINE
Black. Sabbath. Just remember - you wanted to be Atticus Finch in *To Kill a Mockingbird*.

The kid doesn't answer. He silently goes over questions.

ELAINE (cont'd)
As long as I know this is just a hobby, I'll go along with it.

WILLIAM
All I have to do is *listen*. That's what Lester Bangs said.

ELAINE
(dryly)
I'll be waiting right here at eleven 'o clock sharp. If you get lost, use the family whistle.

He unhooks his seatbelt, stuffs his questions into an orange canvas shoulder-bag and exits.

Elaine watches her son disappearing into the stony.rock-concert crowd. It's a windy night. Everything about this image troubles her. She fights with herself, and then uses the family whistle immediately. He turns.

ELAINE (cont'd)
(sweetly, too loud)
Don't take drugs!!

Fifteen concert-goers turn around instinctively, at the sound of a *Mother*, and then identify William as the object of her concern. All around him, we hear:

24 CONTINUED: (2) 24

HAPPY CONCERT GOERS
Don't take drugs!!

He winces, nods and moves forward. Music echoes from the open windows of many other cars.

25 EXT. SAN DIEGO SPORTS ARENA BACKSTAGE RAMP -- NIGHT 25

The kid tromps down the steep incline leading to a small steel backstage arena door. He rings the buzzer. The door wheezes open to reveal the keeper of the San Diego Sports Arena's backstage list. Famous to all those who attempt to enter, this is SCOTTY. He is a wiry, humorless man for whom powerlessness is the theme of his life -- except for those few hours he controls the list. Scotty is only forty but everything about him screams that he's an angry sixty.

WILLIAM
Hi. I'm William Miller and I'm here from *Creem* Magazine to interview the band Black Sabbath.

Scotty, immediately suspicious, moves to a nearby podium and snaps through three clipboard pages. He moves back to the door and grabs the handle.

SCOTTY
Not on the list.

He shuts the door with finality. The kid stands silently for a moment. He looks over his shoulder, at two chattering Groupies watching his dilemma from the top of the ramp. They look at him sympathetically, but he turns away. William rings the buzzer again, withdrawing a copy of *Creem* from his bag. The door opens.

WILLIAM
Sir, I'm a journalist, and here's a copy of the magazine.

The magazine hangs in mid-air.

SCOTTY
You're *not on the list*. Go to the top of the ramp with the girls!

Slam. William stands there for a moment. Unsure of what to do next, he looks back to the top of the ramp. Rejected by him just moments earlier, the groupies now feign disinterest. Bracing himself, William rings again. The door opens slowly this time. Scotty stands peering at him.

25 CONTINUED: 25

WILLIAM
(in a rush)
What-happens-after-I-go-to-the-top-of-the-ramp with-the-gi -

Slam. Lock.

26 EXT. TOP OF SPORTS ARENA RAMP -- NIGHT 26

William inches into the realm of the girls at the top of the ramp. The wind whips. It's just him, and two Groupies in their evening best. They now pretend to barely notice the young journalist who has been banished to stand with them. Chattering excitedly, with sophistication far beyond her 17 years, is **ESTRELLA**. She sports long unruly black hair. Her partner hangs in the shadows, adjusting shoes. Estrella turns to the kid with great disinterest.

ESTRELLA
Who are *you* with?

WILLIAM
(embarrassed to be alive)
Me? I'm with myself.

ESTRELLA
No, who are you with? What *band*?

WILLIAM
I'm here to interview Black Sabbath.
(beat)
I'm a journalist. I'm not a... you know...

Estrella stares at him. Moving into the parking lot light, introducing herself, is a luminous girl in a green faux-fur trimmed coat. This is **PENNY LANE**. There is an inviting warmth and real interest in the way she asks:

PENNY LANE
... you're not a *what*?

WILLIAM
(enthralled)
Oh... I'm just... not a... you know.

PENNY LANE
Not a "what"?

(CONTINUED)

26 CONTINUED: 26

WILLIAM
(charmed)
You know. A "groupie."

The two girls are deeply insulted by the word.

ESTRELLA
Ohhh!

WILLIAM
Sorry, I -

PENNY LANE
We. Are not. "*Groupies.*"

Estrella indicates Penny with great reverence.

ESTRELLA
This is *Penny Lane*, man. Show some *respect*.

WILLIAM
-- sorry.

Penny steps closer, focusing completely on the kid. Behind her, concert-goers throw a few woo-woos their way. She seems not to hear them.

PENNY LANE
"Groupies" sleep with rock stars because they want to be near someone famous. We are here because of the *music*. We are *Band Aids*.

ESTRELLA
She used to run a school for Band Aids.

PENNY LANE
We don't have *intercourse* with these guys. We support the *music*. We *inspire* the *music*. *We are here because of the music*.

William is nodding like a doll in a dashboard window. Listening.

ESTRELLA
Marc Bolan broke her heart, man. It's famous.

(CONTINUED)

26 CONTINUED: (2) 26

PENNY LANE
It's a long story. I'm retired now. I'm just visiting friends.

ESTRELLA
She was the one who changed everything. *She* said "no more sex, no more exploiting our bodies and hearts... "

WILLIAM
Right. Right.

ESTRELLA
"... just blow-jobs, and that's it."

WILLIAM
Okay. Well, see, now I get the difference.

Shot drifts off him and picks up, out of the darkness, another breathless girl teetering on tall shoes. She is in the vicinity of 16. Her black hair is cropped short and dyed red, just like the cover of Bowie's *Aladdin Sane*. She is POLEXIA, the voluptuous one, from Riverside.

POLEXIA
(the usual greeting)
It's all happening. It's all happening.

ESTRELLA
Polexia!! Did you tell Sabbath we were going to be here?

POLEXIA
I talked to Dick with Stillwater, I talked with Sabbath. They're all dying to see us. It's all happening.

PENNY LANE
This is our journalist friend. Journalist Friend, meet Estrella Starr, and Polexia Aphrodisia. And you are --

WILLIAM
William.

Silent beat. His name lands with a thud.

POLEXIA
Here comes Sabbath!

(CONTINUED)

26 CONTINUED: (3) 26

ESTRELLA
Ozzy!!! Tony!! It's *us*!!

A long black limo with darkened windows swishes past, beeps twice. The metal backstage gate rises and the limo rolls inside. And then silence again. The girls do not discuss being rebuffed.

ESTRELLA (cont'd)
I think I saw Sapphire in there.

POLEXIA
(can't hold it in any longer)
Okay. I was with Ian Hunter *all night* at Rodney's Last night. Wanna see his spoo? I saved it in a baggie.

She opens her purse and shows the girls something inside. William edges away.

ESTRELLA
(peering into purse)
I'm really happy he's doing so well.

PENNY
(regarding what's in purse)
Yeah. I know he's such a talented guy. I mean, look at him. Who deserves it more?

POLEXIA
(looking in purse)
Nobody -- he's so sweet!

ESTRELLA
(with compassion)
Don't you just *root for him*, you know. To go *that little distance* between good and great?

PENNY
Wait. That's not his. I would know his.

A very odd look on his face, William now cranes for a discreet look. *What's in that purse?*

BAM -- THE BACKSTAGE DOOR OPENS

Out steps **SAPPHIRE**, 19, a tall girl with taller platforms. Heavy eye-makeup. Her accent is Texan, with odd traces of English. In one hand is a half-drained bottle of champagne. In the

26 CONTINUED: (4) 26

other, a fistful of backstage passes.

SAPPHIRE
Does anybody remember laugh-tah?
(as they turn)
Come and GET 'EM!

The girls scream and happily head down the ramp to Sapphire. Penny looks back and grabs William with a well-placed arm hooked around his. He joins the clacking sea of legs moving down the ramp. Sapphire slaps passes on the girls. As Scotty (The Keeper of the Backstage List) watches, Penny now slips William forward for a pass.

SCOTTY
Oh no. Not this one --

SAPPHIRE
(off William)
Who brought *Opie*?

The kid looks over his shoulder. Who's Opie?

PENNY
He's with us.

SCOTTY
(hand blocking William)
He wasn't with you.

SAPPHIRE
(to Scotty)
Are you going to turn this into a *Thing*?

SCOTTY
All of you can wait outside! Top of the ramp!

WILLIAM
I don't want to cause a Thing. I'll wait.

PENNY
(privately, to William)
I'll go take care of this.

Sadly, they leave him behind. The thundering arena sound of the collecting crowd, the p.a.

(CONTINUED)

26 CONTINUED: (5) 26

system blasting Yes' "Roundabout"... purposeful roadies carrying guitar cases... the glimpse of backstage rock and roll... everything he wants to be a part of is on the other side of this door. And then it shuts. He stands alone.

At the top of the ramp, a tour bus unloads. It reads -- STILLWATER TOUR 73. Moving loudly out of the bus is the opening band. This is Stillwater. Four road-weary band members, and their road manager. Voices booming.

RUSSELL HAMMOND, 27, presses the buzzer with the nose of his guitar-case. It's obvious from moment one. This is the star of the band, the charismatic one. He's tired. They're late. William recognizes him instantly, as the guitarist stretches. The buzzer goes unanswered. The kid is invisible to him, as the others now arrive behind Russell.

Tour/band manager DICK ROSWELL, 27, follows, loudly banging on the steel door. He has the flaxen-haired look of a former hippie, but he carries the emblem of a real pro -- the newest silver Halliburton briefcase covered with backstage passes. His direction is always - forward.

DICK
Let us in, we're Stillwater! We're on the show!!

William is surrounded by them now. They stand together under the single lightbulb, familiar faces, a live-action album cover. JEFF BEBE the singer, his shiny black hair hanging in sheets around his head. ED VALLENCOURT the quiet drummer, his long arms hanging limply at his sides. His is a face made for the background. LARRY TURNER the compact bass-player. Dick now kicks at the door with his foot, as William produces a copy of *Creem* Magazine.

WILLIAM
(to Dick)
Hi, I'm a journalist. I write for *Creem* Magazine.

Once again, the magazine hangs there. He can't *give* it away.

JEFF
The enemy! A rock writer!

WILLIAM
(struggling onward)
I'd like to interview you or someone from the band.

DICK
(busy, running behind)
I'm sorry but could you please *fuck off*?

(CONTINUED)

26 CONTINUED: (6) 26

William blinks a little, takes it in stride. Russell sizes him up, moving in the background.

WILLIAM
Okay. Okay. I could do that.

JEFF
You guys never listened to our records. You're all just frustrated musicians. Do you know what your magazine SAID about us? What was it - "the singer's incessant cater walling distracts From an assault with no clear purpose."

LARRY
(in background)
That was *Rolling Stone*.

RUSSELL
Yeah. Okay. Fuck off anyway. We play for fans, not critics.

Stung, William shrugs. It's been a terrible night, but at least thrillingly so.

WILLIAM
Russell. Jeff. Ed. Larry.
(can't help it)
I really love your band. I think the song "Fever Dog" is a big step forward for you guys. I think you guys producing it yourselves, instead of Glyn Johns, was the right thing to do. And the guitar sound is *incendiary*.
(gestures with fist)
Way to go.

He turns and leaves, beginning his long trek back up the ramp. Russell looks at the others. That kind of love is hard to give up.

RUSSELL
(good humored, yelling)
Well don't stop there.

JEFF
Yeah, come back here!! Keep going!

(CONTINUED)

26 CONTINUED: (7) 26

They wave him back, as the backstage door opens again. The kid moves back down the ramp. They herd him in with them, through the door. Scotty quickly spots the kid and squares off.

Russell notes the kid's swirling emotional state, shoves him forward.

SCOTTY
Not this one.

RUSSELL
He's with us.

SCOTTY
He's not with you. He's not with them. He's not on the *list. He's not coming in.* And this is my arena. And furthermore -

Russell craves the confrontation and moves forward closer to Scotty.

SCOTTY (cont'd)
- have a good time tonight. Welcome to San Diego.

27 INT. BACKSTAGE HALLWAY -- NIGHT 27

The band moves quickly down the hallway, with William moving to keep up. A young and grizzled red-haired roadie, RED DOG, catches them on the way. The band swarms around him.

RUSSELL
Red Dog!

RED DOG
We're playing here tomorrow night.

JEFF
(aside, to the kid)
This is Red Dog, The Allman Brothers Band's number one roadie.

Russell clamps an arm around Red Dog's neck.

RUSSELL
How're the guys?

RED DOG
Havin a ball, man. When we have a party, we have
(MORE)

(CONTINUED)

27 CONTINUED: 27

RED DOG (cont'd)
an *Allman Brothers Band* party. Everybody boogies. Everybody gets off. It's family, man. We all got These now.
(flashes new mushroom tattoo on forearm)
We'll see you guys in Boston, right?
(specifically to Russell)
Dicky and Gregg send you their love.

Camera catches flash of envy on the face of Jeff Bebe, as Stillwater sweeps forward into a small dressing room.

28 INT. DRESSING ROOM -- NIGHT 28

Dressing room activity swirls around him, as William simply listens. He holds a small microphone. His stoic look gives away little of the full body rush he's experiencing. As the other band members drift across frame, Russell Hammond, a true rock and roll believer, speaks as he straps on his guitar and gets ready for the show. To the kid, every word is a reckless gem.

RUSSELL
... and it's okay, because rock and roll is a LIFESTYLE... and a way of thinking and it's not about money and "popularity!"

JEFF
Some money would be nice.

Jeff sprays some shaving cream into his palm, and rubs it into his scalp - poor man's mousse.

RUSSELL
- but it's a voice that says *here I am*... and FUCK YOU if you can't understand me.

Russell smooths the strings of his guitar with a small cloth from his guitar case. The kid notices all these close-up details of rock.

RUSSELL (cont'd)
And one of those people is gonna save the world and that means that ROCK AND ROLL CAN SAVE THE WORLD -- all of us together.

The kid's eyes dance. He checks to make sure he's getting the recording. He listens intently.

JEFF
And the chicks are great.

(CONTINUED)

28 CONTINUED: 28

RUSSELL
But we didn't do it for that! We are here because we needed to fuckin be here, not just 'cause we needed to get away from Troy, Michican, WHICH WE DID... but what it all comes down to is that *thing*. The Indefinable Thing, when people catch something from your music, the thing you put into it. I'm talking about... what am I talking about?

WILLIAM
(elegantly)
The buzz?

RUSSELL
THE BUZZ! And the chicks, the whatever, is an off-shoot of THE BUZZ. And like -- you saying you liked "Fever Dog?" That is the fucking buzz, man. All we get are these fucking old-ass interviewers who don't understand, don't LISTEN, don't appreciate why we are here, which is the fuckin' BUZZ.

William nods, holds the microphone steady. Russell tunes his guitar, ripping through unamplified guitar licks as he speaks. Jeff hustles to reclaim his own connection to the interviewer.

JEFF
The next album will be even better. More texture.

RUSSELL
But... it's not what you put in, is it? It's what you leave out. Listen to... listen to Marvin Gaye...

Russell's face grows rapturous as he discusses this piece of music.

RUSSELL (cont'd)
A song like "What's Going On." That single "woo" at the end of the second verse - you know that woo - that single "woo."

WILLIAM
(proudly)
I know that "woo."

(CONTINUED)

28 CONTINUED: (2) 28

RUSSELL
(he does it)
That's what you remember. The silly things, the little things... there's only one, and it makes the song. It's what you leave out. That's rock and roll.

William nods, says nothing, keeps the microphone pointed. Activity surrounds him.

JEFF
(impressed)
We used to talk more about this stuff.

RUSSELL
Okay. See, this is maybe the most honest we've ever been in an interview because *you know our music.* You're the first press guy we've made friends with. We don't normally talk like this to them. And you're supposed to be The Enemy! What are you - 18?

WILLIAM
Yeah.

RUSSELL
There you go. Still young enough to be honest.

DICK
(walkie talkie crackling)
Ten minutes 'till showtime, anyone who isn't in the band -- *out!*

Russell takes a last swig of beer. A roadie whisks his guitar away.

DICK (cont'd)
All this luggage is going on to L.A.!

William is swept out in the chaos of the pre-show ritual, past the pile of luggage by the door. It's a colorful heap of suitcases, featuring colorful laminated band tags, each with a number.

29 INT. BACKSTAGE STEPS -- NIGHT -- MINUTES LATER 29

William sits on the backstage steps, writing feverishly in his notebook. Behind him, two steps higher, Penny Lane scoots into place.

29 CONTINUED: 29

PENNY LANE
I found you a pass.

WILLIAM
(amped, distracted)
Thanks. I got in with Stillwater.
(as he writes)
The guitarist, Russell Hammond, he just thoroughly opened up. He is by far the best and most honest interview I've ever done.
(she nods)
I've only done two, but you know. He's *number* one.

PENNY LANE
You're learning. They're much more fun on the way up.

William nods, still scribbling. She eases down into place on the step next to him. Her proximity causes him to look at her, his eyebrows rising. She smooths them down with two single fingers.

PENNY LANE (cont'd)
How old are you?

WILLIAM
Eighteen.

PENNY LANE
Me too.
(beat)
How old are we really?

WILLIAM
Seventeen.

PENNY LANE
Me too.

WILLIAM
Actually I'm 16.

PENNY LANE
Me too. Isn't it *funny*? The truth just *sounds* Different.

JY 005

(CONTINUED)

29 CONTINUED: (2) 29

WILLIAM
(confesses)
I'm 15.

PENNY LANE
You want to know how old I really am?

WILLIAM
(immediately)
No.

She looks upstairs, soaking in the sound of another band tuning up. Music is her religion.

WILLIAM (cont'd)
How did you get started in all this?

PENNY LANE
It's a long story.

WILLIAM
(quick study)
Right. Right.

PENNY LANE
We live in the same city. We should be friends.

She takes his backstage pass from his shirt and puts it on his thigh - the cooler location. Nearby, the dressing room door opens, and the Stillwater exits. Excitement level rises as they mass in the hallway with instruments. We hear the amped voice of Russell growing nearer.

RUSSELL
The Enemy!

He approaches, as William stands. Penny watches, hanging out of Russell's eyesight.

Standing in the supercharged hallway, the kid is anxious to introduce his new friends.

WILLIAM
Russell, this is Penny Lane.

PENNY LANE
(stepping into view)
Pleasure.

(CONTINUED)

29 CONTINUED: (3) 29

RUSSELL
Penny Lane? Like the song, right?

PENNY LANE
Have we met?

THEY SHAKE

And do not let go, for too long. There is history in their shake. Their eyes tell all. Shot takes us to William, who puts two and two together. It isn't hard. They clearly know each other. Well.

WILLIAM
Well, I guess you've... you've met.

DICK
Penny Lane! God's gift to rock and roll!! You're back!
(privately)
Marc Bolan. *Please.*

Other band members pass, adjusting clothes for show time, waiting in the hallway.. and now singing the Beatles song "Penny Lane."

RUSSELL
Come on, let's go.
(noting kid's shyness)
Both of you.

PX005

30 INT. BACKSTAGE -- NIGHT 30

House lights go down. Cheers rise. Dick's flashlight dances on the ground just in front of them, guiding their way in the dark to the stage steps.

RUSSELL
- get in the huddle.

Russell pulls William into the band's huddle.

SHOT LOOKING UP AT THEM

Their band ritual, psyching together, arms on each other's shoulders in a circle. They sing a few lines of the classic "Train Kept A-Rollin'" (or "Go See Cal" from the Cal Worthington ad)

30 CONTINUED: 30

They all touch feet, and then *break*, heading for the stage. Russell directs Penny to his side of the stage. The kid follows. Plugging in, still in darkness, Russell hits a practice chord -- *thwack*. He steps on effects pedal. Applause. (Adlib onstage private patter, between members, goading each other -- the stuff no audience ever hears) Twenty feet away, Dick prepares to address the crowd from the darkened stage. It is his favorite moment of the evening, the highlight of his job.

DICK
From Troy, Michigan. Please welcome --
(importantly)
Stillwater.

Light hits the stage, and the band launches into their opening song, "If You Say Nothing." Audience response is strong. Shot lingers on the face of William as he soaks in the most undeniably exciting moment of any concert, the first thirty seconds.

Jeff the singer grabs the microphone and launches into some vocal pyrotechnics. Russell looks over to Penny and William, at stage right, grinning, pretending to trip on his cord, an elegant show-off move of a musician who is now where he belongs... before seriously stepping forward for the first guitar lead of the night. The kid looks over to see Penny watching Russell.

31 EXT. BACKSTAGE -- NIGHT -- LATER 31

Cases are shut and rolled toward the trucks. Stillwater heads for their bus. Jeff the singer says goodbye to Estrella Starr, like a sailor leaving port. Russell lingers behind, saying goodbye to William, loading his own equipment. Black Sabbath passes with entourage, heading to the stage.

RUSSELL
(privately)
So. You want to come up to L.A., we'll be at the "Riot House" all week.

WILLIAM
"The Riot House?"

RUSSELL
The Continental Hyatt House! It's on Sunset Strip.

WILLIAM
(attempting cool)
Right. Right.

All the while, just over the kid's shoulder, Russell scans the backstage crowd of hangers-on. Looking perhaps for Penny Lane.

(CONTINUED)

31 CONTINUED: 31

DICK
Let's blow this burg!

RUSSELL
(exiting)
Well tell your friend Miss Penny Lane to *Call Me*. Tell her "It ain't California without her. We want her around like last summer." Say it like that.

WILLIAM
Got it.

RUSSELL
(returns, whispers)
Oh, I'm under the name - *Harry Houdini*.

JEFF
(exiting, to William)
The Enemy!! Yeah!! Come to L.A., we'll talk some more.

Russell joins Jeff, exiting and laughing. A good show is still in the air.

WILLIAM
Later Jeff! See you, Dick. Larry. Ed.
(and now the roadies)
Mick, Gregg, Red Dog, Scully, Frosty, Estrella, *The Wheel!*

ROADIES
Laterrrr!

DICK
We'll see you down the line.

William is deliriously happy, hands upraised. He turns to see Penny.

WILLIAM
PENNY!

PENNY
(calming him)
Hey. Hey. Be cool.

WILLIAM
You just missed Russell! He says he's at the "Riot House"
(MORE)

(CONTINUED)

31 CONTINUED: (2) 31

WILLIAM (cont'd)
all week and to call him. He's under the name *Harry Houdini*. Do you know about the "Riot House?"

PENNY LANE
I think I've heard of it.

WILLIAM
He had a message for you! He said, "It's not California without you. We want you around like last summer."
(consults notebook)
Actually he said "ain't." "It *ain't* California - "

PENNY LANE
I get the gist.

WILLIAM
How well do you guys know each other?

She smiles privately.

WILLIAM (cont'd)
I got it. No problem. Long story. Alright! I gotta go.

Elsewhere in the arena, Black Sabbath is performing "Sweet Leaf." The kid could care less. He has bonded with Stillwater. He heads for the door. Penny walks with him. He's loving it. They pass a still-scowling Scotty, flashing passes, as they exit out into the ramp area.

32 EXT. SPORTS ARENA -- NIGHT 32

Penny takes out an eyeliner pencil, writes her number on the back of his green notebook.

PENNY LANE
Call me if you need a rescue. We live in the same city.

WILLIAM
I think I live in a different world.

They stand in the night air. The parking lot is largely silent now, save for the thudding bass sounds of Black Sabbath. In the distance, we hear Elaine's insistent whistle.

PENNY
Speaking of the world. I've made a decision.
(MORE)

(CONTINUED)

32 CONTINUED: 32

PENNY (cont'd)
(a very serious secret)
I'm going to live in Morocco for one year. I need a new crowd.

He nods. He is a rapt audience for this flashy girl.

PENNY (cont'd)
Do you want to come?

WILLIAM
Yes.

In the distance, we hear the family whistle growing louder.

PENNY
It's a plan. You've got to call me.

WILLIAM
Okay.

PENNY
It's all happening.

WILLIAM
It's all happening.

He nods cooly. He waits until she turns, and then sprints through the parking lot, to the distant family whistle.

FADE OUT:

FADE IN:

33 ON TAPE RECORDER 33

William's fingers work the clunky keys, pressing rewind. We hear a snippet of the intense and lively Stillwater interview, full of overlapping and barely discernable voices. Meticulously, he untangles the voices, especially Russell's, as he transcribes.

INT. WILLIAM'S BEDROOM - DAY

The work of a journalist, as William sits at his Smith-Corona Galaxis. There is a knock at the window, and William scoots back in his chair to see a familiar face. It is Darryl, his sister's old

(CONTINUED)

33 CONTINUED: 33

boyfriend. William opens the window.

WILLIAM
Hey Darryl.

DARRYL
Hey.

Darryl climbs in the window, looks around the room that was once the site of his previous glory.

DARRYL (cont'd)
So she's a stewardess now.

WILLIAM
Yeah. She and Mom are still sorta... I'd say "not speaking," but I don't know if they ever did.

DARRYL
Your sister. A stewardess.
(nods to himself)
The things your sister and I did inside these four walls...

WILLIAM
That's okay. I don't want to know. It's my room now.

DARRYL
We flew the friendly skies -

WILLIAM
Okay -

DARRYL
I don't want to put you in the middle of anything. We don't have to talk about it.

WILLIAM
No.

DARRYL
You seem cooler.

WILLIAM
Yeah. I'm thinking about going to Morocco.

(CONTINUED)

33 CONTINUED: (2) 33

DARRYL
Lemme know if you need a little help with your Mom.

WILLIAM
A little may not be enough.

DARRYL
She still freaks me out.

WILLIAM
(nods, an old issue)
Yeah -

DARRYL
She's famous.

WILLIAM
Listen -

DARRYL
Go ahead and do what you were doing. I just wanna hang in here for a moment.

WILLIAM
Cool. Alright.

William nods and continues his work, self-consciously, as Darryl sits on his bed and soaks in the memories of the room. A long moment passes. Darryl pats his thighs, and rises.

DARRYL
Okay, man.

WILLIAM
Okay, man.

34 INT. LIVING ROOM -- EVENING 34

William slips on corduroy jacket, over a tie-dyed shirt. Well, it's definitely a look. Mom appears more nervous than her son.

ELAINE
I worry about the drunk drivers.

34 CONTINUED: 34

WILLIAM
Mom. I'm 15.
(beat, vague panic)
Right?

ELAINE
Yes, you're 15. "And here's that money I owed you."

She reaches in a small box near the door, gives him twenty bucks. It's their routine.

ELAINE (cont'd)
Your dad's favorite joke. I don't do it as well.

WILLIAM
I thought it was pretty good.

ELAINE
Keep the small bills on the outside. And call me if *anyone* gets drunk.

WILLIAM
I will call you if anyone *anywhere* gets drunk.

ELAINE
Good.

WILLIAM
(anticipating her, like a parent)
And don't take drugs.

ELAINE
(stoic)
Ha ha. Very funny. See -- sense of humor. Have fun at the dance. I'm glad you're making friends.

They move to the door, and he steadies her, as if to remind her *she's not going*. He opens the door. She's a wreck, and she knows it.

WILLIAM
Mom?

ELAINE
Yeah -

34 CONTINUED: (2) 34

WILLIAM
(loving but firm, as if to a dog.)
Stay.

ELAINE
Oh... okay.

WILLIAM
I-love-you-bye.

He opens the door. Neil Young. "Sugar Mountain." Watching him leave is always a killer. She's not getting any better at it either. She folds her arms tightly across her chest.

35 EXT. WILLIAM'S HOUSE -- NIGHT 35

Penny waits by her car, down the hill, sporting a different more elegant look. She cups her hands and yells up to him. He hikes down the hill, squishing down the water plants, almost falling, the first time we've seen him happy in his own skin.

36 EXT. SUNSET BOULEVARD -- LATER NIGHT 36

Miss Penny Lane's yellow Vega makes the big swing onto Sunset Boulevard. She sings along to the obscure words of Led Zeppelin's "Dancing Days." William takes it all in from the passenger seat. Huge billboards advertise not cigarettes or beer, but *albums*. It's a wondrous piece of geography for any rock fan. Shot moves in as William watches, takes it all in. He moves his head outside the window to see fully. Her windshield is cracked along the side.

PENNY LANE
The Continental Hyatt House. Also known as The Riot House.
(does tour guide voice)
Every band stays here, all the ones that matter. The Who. Zeppelin. Alice. Bowie. English bands. American bands. We all know each other. Twenty-four hou room service. Like us, they were outsiders. They were so *outside*, they're *inside*, and insiders never even knew it, because they're outsiders and ther are inside a place *outsiders* will never be. And why are we even talking about it? If you're really an insider, you're never gonna say it. You know what I mean?

WILLIAM
(beat, working it out)
Yeah. Yes.

(CONTINUED)

36 CONTINUED: 36

She makes a swift turn into a secret parking spot near the hotel.

PENNY
And we're *not* gonna hang out with Russell. You can, but not me.

WILLIAM
What is it with you and Russell?

37 EXT. SUNSET BOULEVARD -- NIGHT 37

Neil Young and Crazy Horse's "Cinnamon Girl" ricochets across the Strip. It's blasting from cars tuned into KMET. Penny now wears her green faux-fur trimmed coat. She grabs William's hand, steadying her hat at the same time. They dart across the busy street. She stumbles a little on her platforms. He steadies his taller date. They are a good team as they pass one of several humming tour buses parked out front.

38 INT. HYATT HOUSE LOBBY -- NIGHT 38

Penny blasts into the Continental Hyatt House, William on her arm. The lobby of this bastion of seventies rock is more alive than most clubs. It's a swirling mass of Roadies carrying Halliburton briefcases plastered with tour stickers, mingling Rockers, and more than a few Groupies with lower-ambitions and taller-platforms than Penny Lane. The feeling is communal, illicit, intoxicating. The secret community of rock. Penny attracts a hailstorm of friends and comrades.

PENNY LANE
It's all happening.
(grabbing him like a shield)
And I'm about to use you as protection.

ROADIE # 1
Penny Lane!!

PENNY LANE
(aside)
These guys are with Alice Cooper. I'm going to pretend I don't know them.

ENGLISH ROADIE # 2
Penny!! Does Alice know you're here?

PENNY LANE
I'm just showing my very dear, very wonderful

(CONTINUED)

38 CONTINUED: 38

PENNY LANE (cont'd)
friend around. He's a very important writer - he knows Lester Bangs.
(English accent)
I'm responsible for his moral conduct while he's abroad.

ROADIE # 3
(arriving, mock drama)
Penny Lane!! God's gift to rock and roll!!

PENNY LANE
I'm retired.
(uses English accent)
And don't argue with me!

ROADIE # 3
Again?

PENNY LANE
(moving, English accent)
Have we met?

Effortlessly touching an arm here and there, charming all - she has four men suddenly circling her.

PENNY LANE (cont'd)
I've made a decision. I'm going to go traveling in India. Then I'm going to learn how to play the violin. Then I'm going to go to college for one year.

William looks at her, perplexed and a little hurt. *What about Morocco?*

ROADIE # 2
(exiting, not buying it)
There's nothing they could teach *you* in college, darling.
(whispers)
Call Alice. He's under the name *Bob Hope*.

ROADIE # 1
I heard you were with Russell from Stillwater.

PENNY
Please. I throw the little ones back.

Lusty laughs circle William. Overlapping this dialogue is the appearance of our friend Polexia.

(CONTINUED)

38 CONTINUED: (2) 38

POLEXIA
(in tears, in pieces, emotional)
Ian Hunter is a *fucking asshole!*.

WILLIAM
Polexia!

POLEXIA
Opie!!!

She hugs him like a long-lost friend, knocking the air out of him. And now overlapping this action, appears Superfan RIC NUNEZ, 14. His eyes are forever moist, but he's oddly formal and never feels worthy of the rockers he idolizes. Tonight he wears a custom homemade t-shirt with iron-on block letters. It features the four Led Zeppelin symbols and the words: "TO BE A ROCK AND NOT TO ROLL." A felt-tip pen is still in his quivvering hand. Nunez walks with them, backpedaling as he says:

RIC
It's all happening. I just saw them on the seventh floor! Mr. Jimmy Page... Mr. John Paul Jones...
(displays squiggle on shirt)
Mr. Robert Plant signed my shirt in the elevator!! Five minutes ago, he touched this pen. Please don't smear it. And Bonzo's gotta new motorcycle in the hotel!

PENNY
Ric is a Zeppelin fan.

WILLIAM
Yeah, I picked that up.

PENNY
He tours with them, but not "with" them.

RIC
They're on the 12th floor, but there's guards there! So you gotta go to the tenth floor and go up the back steps.

PENNY LANE
This is my very dear, very close, very *wonderful* friend William Miller, he is *very close* with Lester Bangs.

(CONTINUED)

38 CONTINUED: (3) 38

RIC
It's all happening!! See you in Cleveland!

Ric rushes back to the elevators.

PENNY LANE
I'm retired! Doesn't anybody believe me!?

39 INT. HYATT HOUSE LOBBY PHONE -- NIGHT -- MINUTES LATER 39

Penny nearby as William picks up the house phone. He shouts over the din.

WILLIAM
Harry Houdini, please.

As he waits, he discreetly pockets the matches, hotel pad and pencil next to the housephone.

40 INT. HALLWAY/RUSSELL'S HOTEL ROOM -- NIGHT 40

William, Polexia and an ambivalent Penny walk the hallway, looking for the room. William looks in the passing open doors, each one a different window into another world.

PENNY LANE
Okay. Time to put on the lampshade.

Up ahead, the door to their smallish hotel room is open. Inside, a band party in full-swing. A clunky early-model boom box segues from James Brown's "Make It Funky" to Led Zeppelin's "Gallows Pole." Russell Hammond is the center of this party, jabbing out the chords, playing along on guitar. Much singing echoes all around. It's a hotel-room Hootenanny, and all members of the band are present. Penny Lane takes a breath and enters, with arms extended and pointing in opposite directions. She does a flawless stewardess imitation, with proper hand gestures, to a loud party ovation.

PENNY LANE (cont'd)
"Ladies and Gentlemen. Please extinguish all smoking materials and notice that the captain has turned on The No Smoking sign. Your seats and tray tables should be locked in their full and upright positions."

RUSSELL/OTHERS
PENNY!! PENNY LANE!!

She is instantly and overwhelmingly, the life of this party. Russell joins William.

(CONTINUED)

40 CONTINUED: 40

RUSSELL
(impressed to see him)
Alright.

WILLIAM
(happy to be there)
Alright.

Russell places a beer in William's hands, and exits.

PENNY LANE
(continuing)
"In the unlikely event of a water landing, the seat below you will serve as a -"
(gives up)
Oh, the hell with it.

They all applaud her, laughing. William watches her with wonder, as she turns his way and winks. Jeff approaches the alluring Polexia, and goes to get her a beer. Meanwhile, Polexia sidles up to William. She sees him watching Penny at the other side of the room.

POLEXIA
(privately)
Act One, in which she pretends she doesn't care about him.

POV shot travels to Russell, strumming the guitar that is always a part of his body. Russell is watching Penny Lane surreptitiously.

POLEXIA (cont'd)
Act Two, in which he pretends he doesn't care... and goes right for her.

Russell moves towards Penny.

POLEXIA (cont'd)
Act Threem in which it all plays out the way she planned it. She'll eat him alive.

WILLIAM
(worried)
We've got to stop them.

Exhibit 5

(CONTINUED)

40 CONTINUED: (2) 40

POLEXIA
Stop them? You were her excuse for coming here.

ON PENNY

PENNY
I need ice!

Penny disappears out the door, across the hallway. Russell follows a moment later. The kid's eyebrows rise. Polexia regards the kid with affection, adjusting his collar and peeling a hair off his jacket.

POLEXIA
I just worry about people using her. You know? 'Cause she brings out the good side in evertbody else, but what do they do for *her*? Life kills me. Do you have any pot?

WILLIAM
Not on me.

POLEXIA
Do you smoke?

WILLIAM
No.
(attempting to fit in)
But I... I grow it. I grow it.

Polexia looks at the kid, laughing at his poor job of lying.

POLEXIA
You're funny. You know, if you were only taller, English, rich, a guritar-player and older...

WILLIAM
I'd be someone else.

POLEXIA
Yeah. Good point.

Jeff appears with her beer, and she whispers in the kid's ear before she exits with Jeff Bebe.

(CONTINUED)

40 CONTINUED: (3) 40

POLEXIA (cont'd)
Bless me father for I may sin tonight.

The kid watches, as the boom box plays an obscure favorite of Russell's, Eddie Giles' "Losin' Boy." There is the sound of a motorcycle somewhere down the hallway.

41 INT. ICE ROOM -- NIGHT 41

The ice machine makes new cubes with a grinding noise. Penny puts ice in her glass. Behind her, Russell moves into frame, hands delicately riding the sides of her body. A motorcycle roars by, just outside the door, as Penny moves away from Russell's exploring hands.

PENNY
(with real indignation)
How does it end?

RUSSELL
What?

PENNY
You know - the story about the girl who dumps the guy who has an ex-ex wife -- the one we don't talk about -- and gets a hundred, okay, five letters from him, and then doesn't even leave a pass in San Diego. Wake up! I'm retired and I never believed you anyway. You're too talented and too good-looking to be trusted and everybody knows it.

RUSSELL
(smiling, loves it)
You're retired like Frank Sinatra is retired.

She makes a scoffing noise. He moves to the ice machine, with a glass of his own.

RUSSELL (cont'd)
Miss Penny Lane. Let me tell you what rock and Roll will miss the day you *truly* retire.

He tosses cubes in his glass, one by one. After the first cube:

RUSSELL (cont'd)
The way you turn a hotel room into a home.
(cube)
The way you pick up strays wherever you go.
(MORE)

(CONTINUED)

41 CONTINUED: 41

RUSSELL (cont'd)
Like Pied Piper.
(cube)
The way you know the words to every song. *Every* song. Especially the bad ones. *Mostly* the bad ones.
(cube)
That green coat in the middle of summer.
(cube)
The real name you won't reveal.
(cube)
And. I'd keep going, but my glass is full.

PENNY
(quietly)
Damn.

He kisses her powerfully, hands at his sides. She fights to keep her hands off him. Bonham's motorcycle rips by, just outside the door.

RUSSELL
Come to Arizona.

PENNY
Never.

RUSSELL
We leave Thursday morning. 9 AM. And pack light this time. Jesus.

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They kiss. The motorcyle speeds by again, just outside.

42 INT. HALLWAY - NIGHT 42

The hallways are crowded, as William looks at the closed door of the ice room. He leans against the wall, alone now. Trying to look like he belongs. Behind him, most of the band has disappeared into other rooms, leaving only hangers-on in their places.

43 INT. ROLLING STONE MAGAZINE -- DAY 43

Music. We pan across cubicles bustling with laid-back fervor. These are the San Francisco-based main offices of *Rolling Stone* Magazine. We have arrived for the waning days that this magazine could still be called, with a straight-face, an "underground" publication. Their mounting success crowds the edges of every frame. Camera catches the Annie Leibovitz portraits that hang on the walls -- Lennon, Jagger, Rod Stewart, James Taylor.

43 CONTINUED: 43

We find editor BEN FONG-TORRES, 29, in his cramped cubicle. Sitting nearby is curly-haired and mustachioed Star Staff writer, DAVID FELTON, 32, who smokes his cigarette with a long holder. Felton reads one of William's articles, chuckling.

BEN FONG-TORRES
William Miller?

INTERCUT:

INT. WILLIAM'S BEDROOM -- DAY

William is on the phone in his own small room.

WILLIAM
This is he.

BEN
Crazy. William, this is Ben Fong-Torres. I'm the music editor at *Rolling Stone* Magazine.

We've got a copy of your stories from the San Diego Door. This the same William Miller?

William instantly, nervously alters his voice to sound older.

WILLIAM
Yes it is.

BEN
(rifling through tearsheets)
Voice of God, howling dogs, the spirit of rock And roll... this is good solid stuff.

WILLIAM
(immediately, suddenly deeper)
Thanks... thanks.

BEN
You should be writing for us. Any ideas?

WILLIAM
(voice now too deep)
How about Stillwater?

(CONTINUED)

43 CONTINUED: (2) 43

BEN
Crazy. New album... their third... starting to do something.

Ben shuffles through papers, looking for a tour itinerary on his promotional-material laden-desk, automatically plotting the piece aloud.

BEN (cont'd)
(pleasant, terse)
Stillwater. Hard-working band makes good. Get 'em to respond to the critics who dismissed the first two albums as workmanlike. Guitarist is the clear star of the band. *Crazy*. Let's do three-thousand words. You'll catch up to them on the road. We'll set up billing -- don't let the band pay for anything.

WILLIAM
(affecting casualness)
Sounds good.

BEN
We can only pay - lemme see, three-thousand words -- *seven hundred dollars*.

The kid's eyes widen.

BEN (cont'd)
Alright, a grand. What's your background? You a journalism major?

WILLIAM
(deeply)
Yes.

BEN
What college --

INT. ELAINE'S HOUSE -- CONTINUOUS

Elaine now gets on the extension.

ELAINE
Honey, I need you to do that thing that fixes the garbage disposal --

She hangs up.

INT. WILLIAM'S BEDROOM -- CONTINUOUS

The kid is paralyzed.

(CONTINUED)

43 CONTINUED: (3) 43

BEN
Well, I know how *my* lady gets when I don't Snap to it -

WILLIAM
Crazy.

BEN
Crazy! I'll let you go. Call me at the San Francisco office tomorrow.

44 INT. LESTER BANGS HOME -- LATE NIGHT 44

The great Lester Bangs stands in the promotional album-clogged bedroom of his Birmingham, Michigan, home/office at *Creem* Magazine. There is nothing in frame that does not deal with music. In the background, a scratchy and chaotic Coltrane record.

LESTER BANGS
Beware *Rolling Stone* Magazine. They will change your story, they'll re-write it and turn it into swill. Beware!!

WILLIAM
But besides that, what would be wrong with it?

LESTER BANGS
(laughs, entertained)
You have starry eyes, my friend.
(beat)
Look. Do the story. It's a good break for ya. But remember this --

The kid listens intently, and makes notes.

LESTER BANGS (cont'd)
... don't do it to make friends with people who are trying to use you to further the big business desire to glorify worthless rock stars like Stillwater. And don't let those swill merchants re-write you.

WILLIAM
(still copying)
... swill merchants...

(CONTINUED)

LESTER BANGS
Now. What are you listening to?

45 EXT. TEACHER'S LOUNGE -- DAY 45

William knocks on the teacher's lounge door. A Teacher answers, protective of their sanctuary.

WILLIAM
(urgently)
I need to talk to Mrs.Deegan, from Journalism.

Mrs. Deegan appears in the doorway.

46 EXT. WILLIAM'S HOME -- LATE AFTERNOON 46

The sun is still shining. It's late-afternoon, as Elaine Miller exits her car and arrives home. She sees a few extra cars in the driveway, is immediately suspicious.

47 INT. LIVING ROOM -- LATE AFTERNOON 47

Elaine arrives to find William, Mrs. Deegan and Darryl awaiting her in the living room. It's a 1973-style intervention. They wear sunny, compassionate smiles.

ELAINE
Whatever it is, the answer is no.

MRS. DEEGAN
Elaine, we need to talk with you. *Nothing is wrong.* I am a teacher. You're a teacher. We speak the same language.

Mom sits down. She is fully engaged and worried, her natural state.

MRS. DEEGAN (cont'd)
Now I'm not a jump-up-and-down person, but something *wondrous* has happened to William. And you have every reason to be happy...
(knows her)
... and calm.

Carefully gauging Elaine's face, the teacher continues.

MRS. DEEGAN (cont'd)
William has been gifted with a shining opportunity in the

47 CONTINUED: 47

MRS. DEEGAN (cont'd)
world of journalism. Through a love of music, and at an oddly-young age, he has received a major assignment from a national publication called *Rolling Stone* Magazine.

Mrs. Deegan produces a copy, and places it on Elaine's lap. It sits there like the plague.

MRS. DEEGAN (cont'd)
Now you are rather famously not a fan of rock music, but such are the ironies of life, that happens to be the very topic of William's assignment -
(cheerfully)
- rock music. A band.

ELAINE
(warily, to Darryl)
Honey, what are *you* doing here?

DARRYL
Moral support.

Mom looks evenly at her son, seated opposite her in this small living room.

ELAINE
What's involved?

MRS. DEEGAN
Well. It's a great opportunity. He'll be well-paid, and published nationally --
(quickly)
-- and he'll go on tour with a rock band for four days. No small planes... he travels on a bus.

ELAINE
Is it time for me to say something?

MRS. DEEGAN
Sure.

ELAINE
No.

MRS. DEEGAN
And in anticipation of that response -

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47 CONTINUED: (2) 47

ELAINE
No.

MRS. DEEGAN
-- William has prepared --

ELAINE
(rueful)
"Lo, that which I have feared has come upon me."

WILLIAM
(lightening fast)
"He who jealously guards his fears, quietly yearns to bring them about!"

Mrs. Deegan admires their high-strung intellectual parrying, makes an impressed noise.

ELAINE
(with compassion)
No. I have raised him to be an honor student, which he is. We have agreed on all our goals. We raised him to be a lawyer, we moved here to be near the finest law school in the West. Plus, he has finals coming up, and in one week he graduates with all *his friends* -

DARRYL
(can take no more)
He's got no friends!!

WILLIAM
Darryl. Please.

Nearby, having anticipated all of the above, William nods to Mrs. Deegan, and stands.

MRS. DEEGAN
Elaine, may I present to you... your own son.

William takes a lawyerly stroll, turns to face his mom.

WILLIAM
Lady of the Jury.
(beat)
I wish to disprove the prevailing false belief that rock
(MORE)

(CONTINUED)

47 CONTINUED: (3) 47

WILLIAM (cont'd)
music is based on drugs and sex. True, perhaps at one time... but rock music is different now. It is *now* performed by hard-working intellectuals, with... with blazing intellectual pursuits, and I am going to play for you a piece of music designed to show you that my thesis is correct.

ELAINE
This is going to be hell.

Across the room, Darryl takes his position near the stereo.

WILLIAM
The song is based on the literature of Tolkien... and it's mystical attempt to elevate humanity has been successful throughout the world... *this song* will change your life.

Mom stifles a cough. William nods to Darryl, who reverentially drops the needle with a thud. Mom is trapped, as we listen to silent static... and then... the opening notes of Led Zeppelin's "Stairway to Heaven." William gives his Mother the album cover's inner-sleeve with lyrics.

WILLIAM (cont'd)
We ask you only to listen.

Camera passes across their serious and expectant faces. The intro is not short. We listen, just watching their faces, as Elaine becomes increasingly impatient.

ELAINE WILLIAM
When is it going to start - Soon.

Immediately, overlapping, the vocal begins. ("There's a lady who's sure all that glitters is gold.")

DISSOLVE TO:

48 SUN MOVING SLOWLY ACROSS THE SKY 48

Sprinklers click across the lawns. ("... and it makes me wonder... ")

49 INT. LIVING ROOM -- AFTERNOON 49

Mom adjusts herself in the chair, listens politely, checks her watch. She looks at William.

DISSOLVE TO:

50 EXT. HOME - AFTERNOON 50

Sprinklers continue. ("If there's a bustle in your hedgerow... ")

51 INT. LIVING ROOM -- AFTERNOON 51

Mom listens fitfully. The song continues.

DISSOLVE TO:

52 EXT. HOUSE -- STILL LATER AFTERNOON 52

Sprinklers shut off. Music is now blasting. ("To be a rock, and not to roll... ")

53 INT. LIVING ROOM - LATER AFTERNOON 53

Mom's face remains stoic to the bitter end. *("... and she's buying the Stairway to Heaven.")* The song ends. Silence. All look to Elaine. They wait on her response. We hear the turntable arm return to its cradle.

ELAINE
What am I supposed to say? You say it's Tolkien, fine. They sound like nice kids. Is it meant to elevate humanity? "Sure, let's elevate humanity. *After we sell you drugs and sex.*" All I have is my honesty. That's what I believe, and that's what I know.
(flipping through magazine)
Oh. Here's a nice ad.

She holds up the magazine. An ad reads, in large bold type: BUY THIS FUCKING ALBUM.

ELAINE (cont'd)
You've clearly ganged up on me, and I still say no. No no no no no no *no*.

She shuts her eyes, and blurts out something against her better judgement.

ELAINE (cont'd)
NO MORE THAN FOUR DAYS AND I WANT A PHONE NUMBER FOR WHERE YOU ARE EVERY MINUTE AND I WANT YOU TO CALL ME TWICE A DAY AND YOU'D BETTER NOT MISS ONE TEST - AND NO DRUGS.

(CONTINUED)

53 CONTINUED: 53

William nods gratefully, and exits frame. Hold on the empty chair, as drums herald the beginning of the Allman Brothers Band's "Trouble No More" from *Live at Fillmore East*.

SHOT MOVES IN ON ELAINE

who feels a very particular kind of loneliness. It's the loneliness she got married, and then raised a family, to escape.

54 INT. STILLWATER TOUR BUS -- DAY 54

An empty Heineken beer bottle rolls up and down the aisle, taking us to William. William picks up the bottle and places it in the seat back pocket in front of him. He has joined the circus, and the feeling of being here is a lot more lonely and forbidding than he expected. The bus struggles to make it up the hill, back rows shuddering loudly, as music continues.

DICK
C'mon, Doris! Darling Bus. You can make it!

55 EXT. NEVADA DESERT HIGHWAY -- DAY 55

The Stillwater Tour Bus rumbles down the desert highway. The destination banner reads - ALMOST FAMOUS -- TOUR 73. Music continues.

56 INT. BUS - DAY 56

William strains for a look at Russell five rows up. He plays slide guitar, working out a part. Next to Russell is Penny Lane. Penny raises an early-model Polaroid camera and - flash - takes a picture of a nearby sleeping Jeff Bebe.

PENNY
Gotcha.

Jeff grumbles from the depths of a hangover. Penny stuffs the shot in her pocket. William watches, his private heart pounds. Polexia appears and sits next to him, noticing his shyness.

POLEXIA
Do you have any pot?

WILLIAM
No. I'm a *journalist*.

POLEXIA
Well, go do your job then. You're on the road, man.
(MORE)

(CONTINUED)

56 CONTINUED: 56

POLEXIA (cont'd)
It's all happening! Get in there. Go talk to 'em!

Challenged, William rises and approaches Russell. He fixes the charismatic guitarist in his sights. Shot takes him down the aisle to the jamming star guitarist. He crouches in the aisle and talks to Russell who immediately seems moody. His mood is in the air.

WILLIAM
(very professional)
Russell. Do you think we might be able to find some time to talk when we get to Phoenix? I want to interview everyone separately... and I felt we'd start with you and me.

Nearby, Jeff now listens in, feeling immediately jealous.

RUSSELL
Absolutely.

Russell turns away. The kid squats uncomfortably in the aisle, babbling on.

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WILLIAM
Because I've got a thing in a couple days.

RUSSELL
What.

WILLIAM
(self-conscious)
It's a... thing where.. uhm... you go there to graduate. School.

RUSSELL
(sharply)
I *never* graduated. And look what happened. You're here interviewing *me*.

Good point. Laughs from everybody listening nearby. It's a good line. William makes a quick jot in his notebook.

RUSSELL (cont'd)
No no no. Don't put *that* in *Rolling Stone*. My bio says I graduated. We'll come up with something better later. Just enjoy the ride.

(CONTINUED)

56 CONTINUED: (2) 56

Russell eyes the notebook suspiciously before turning away. Penny notices William's discomfort, laughing warmly, all while grabbing a Coke and giving one to nearby bassist Larry.

LARRY
How did you know I was thirsty?

He didn't even realize he was thirsty, but he is. He nods thanks to Penny, the perfect road companion for all. And then Penny gives the other Coke, her Coke, to William. He accepts it too, and starts back to his seat. He's been blown off, and he knows it, but before he exits Penny grabs his arm and whispers in his ear:

PENNY
I may need to stay in your room tonight. Russell's in a bad mood. He's very *Bob Dylan in Don't Look Back* today. He's trying to write.

William nods cooly -- they are comrades -- and returns to his seat. A large joint passes in front of him, across him, to Polexia, as everyone cheers Doris the Bus rumbling up another hill.

POLEXIA
(inhaling deeply)
Want some?

WILLIAM
No thanks.

A wall of pot smoke is exhaled, right into his face. It surrounds him like a cloud. The bus shudders, as Russell continues playing slide up ahead.

57 INT. WILLIAM'S LIVING ROOM - NIGHT 57

Elaine sits in her living room, filled with her books. Large Department store photos of her children on the wall. She feels her own loneliness, and his too, as she dials a phone number.

ELAINE
Has William Miller arrived yet? He hasn't. Could you give him a message as soon as you see him? -

58 INT. BUS -- NIGHT 58

Several hours later on this ride. Outside, night and desert. Inside, a few cigarettes, a joint or two glow in the darkness of the bus. The end of the Led Zeppelin classic "Whole Lotta Love" plays from the bus stereo, full blast. Everybody is free and anonymous in the dark. They sing at full-

(CONTINUED)

58 CONTINUED: 58

volume. William looks out the window in wonder.

ZEPPELIN/ALL
"Way down inside... (woman) woman...
you need...."

The ten-ton guitar chord of Jimmy Page.

ZEPPELIN/ALL (cont'd)
"Looooooooooooooooooooooovvve... "

John Bonham's drums thunder through the bus, everybody still singing as they dip down into the city ahead, Phoenix. William watches the living documentary around him. He writes furiously in the green notebook, scribbling in the dark, trying to steady his writing on the bumpy bus. Behind him, someone is beating along to the song on his seat. He never wants to leave this worl

59 INT. ARIZONA RAMADA INN LOBBY -- NIGHT 59

All enter the lobby like warriors, in a pack. The hotel chairs are spotted with curious hangers-on, decked out and lounging. Dick is already stationed, as always, at the front desk.. The sad state of hotel service grates on a road dog like Dick. He is forever teaching others their jobs.

DICK
Jeff, Tony... Keys... keys... keys...
room list...
(re: luggage, to hotel bellman)
If it doesn't have a number on it, it
ain't ours!

He gives key and a stack of messages to Russell, and turns to William who he makes feel very important. Penny is nearby with her suitcase and tackle box purse. William watches Russell's guitars whisked away - they are luggage-numbered 2, 3 and 4.

DICK (cont'd)
The Enemy! Here you go, here's the key to
your palatial suite, room list, plus let me
give you a luggage tag. You're Number 42.

CLERK
Is this Mr. Miller? You have a message
from Elaine.

WILLIAM
Thanks.

CLERK
(confidentially)
She's a handful.

(CONTINUED)

59 CONTINUED: 59

WILLIAM
I know.

William cooly takes the folded message, doesn't look at it, and tries to pretend this embarrassing moment didn't happen. Jeff exchanges a look with Russell. Nearby, the walking commotion arrives, clacking through the lobby. It's Sapphire. Last night's clothes are now today's. She holds a travel case, and hanger with some odd blouses.

SAPPHIRE
Finally, you're here!! They kicked me out of my room! Fuck Ozzy!

She hugs Penny Lane. Estrella appears, happy to have help with Sapphire.

ON RUSSELL

who approaches William.

RUSSELL
Come by in a few minutes. We'll do the interview.

The kid exits and goes to join Penny, who is still comforting Sapphire. Russell looks through his messages. The guitar, now in a case, never leaves his hand. Jeff Bebe approaches, regarding William standing with Penny and the girls. Intrigue is swirling in the lobby.

JEFF
I'm worried, man.

RUSSELL
Naw, we can trust him. He's a fan.

JEFF
But it's *Rolling Stone*. He looks harmless, but he does represent the magazine that trashed Eric Clapton, broke up Cream, ripped Led Zeppelin, and wrote that lame story about the Allman Brothers Band that bummed Duane out before he died. Don't forget the Rules. This little shit is the Enemy. He writes what he sees.
(beat)
But it would be cool to be on the cover.

RUSSELL
Leave it to me. We'll get a good story.

PINK 05

(CONTINUED)

59 CONTINUED: (2) 59

JEFF
Plus our girlfriends read this magazine and -
(looking at Band-aids)
-- you know.

RUSSELL
You made your point. I'll talk to him.

ON WILLIAM BY ELEVATOR

Penny speaks confidentially to him. If she is slightly bossy, it is only because she's good at logistics, emotional and otherwise.

PENNY
Can Sapphire stay in your room tonight? She had a big fight with Ozzy, and Polexia's not working out with Jeff Bebe.
(to Sapphire and Polexia)
You just have to remember... these guys are jealous, insecure, talented, egocentric, and manipulative geniuses... they're *lead singers*. They can say "I love you" to 20,000 people... but any fewer is a real problem.
(girls nod, comforted, she continues to the kid)
Jeff Bebe has so much jealousy over Russell that he can't express. Plus, he never slept last night. You keep Sapphire and I'll stay with Russell.

William covers his disappointment over losing Penny as a roommate. Cooly:

WILLIAM
Sure. I'll take her.

POLEXIA
Me too?

WILLIAM
Sure.

Estrella arrives with travel bag, equally homeless, looking hopeful.

WILLIAM (cont'd)
If there's room -

(CONTINUED)

59 CONTINUED: (3) 59

Penny squeezes him. He *feels* cool... but the girl he really wanted to stay in his room now joins Russell, disappearing into the elevator. He looks down at the message in his hand, and opens it.

It reads: DON'T TAKE DRUGS! He snaps it closed quickly, before anyone can see.

59A INT. RUSSELL'S ROOM -- NIGHT 59A

Russell plays acoustic guitar, a notebook cradled on his lap. Trying to write. It's coming slowly. Shot moves off him, past a flickering television, onto Penny who silently and intently watches Russell as if he's a rare and beautiful bird. He looks over at her - she turns away quickly. He goes back to work. Tries to catch her watching him again. She turns away just in time.

60 INT. WILLIAM'S HOTEL ROOM -- NIGHT 60

Stillwater's "Fever Dog" plays from the t.v. radio. William on the bed, a thick local phone book on his lap. *His* hotel room. He watches self-consciously as the girls go about the ritual of inhabiting a room on the road. Sapphire flutters a paisley scarf over the room lamp. Polexia puts a towel along the crack of the door, blows out the glowing embers on too-many sticks of incense, and moves to the phone. Estrella has joined them as well, complete with a bag full of shoes. Instantly, we have atmosphere and not much room left in this, the smallest room in the hotel. William thumbs through the phone book with fascination.

REV 05

WILLIAM
All these people.
(wondrous, off phone book)
And they all live in *Phoenix*.

POLEXIA
(on phone)
Hi Dad!! I can't talk long! I'm here in Paris. I'm staying in another Youth Hostel with no phone and no address for mail!!

WILLIAM
(still wondrous, from phone book)
Alex. *Lowbatz*.

SAPPHIRE
(emerging from bathroom)
I was the one who told him what to tattoo on his fingers, I was the one who made his shirts... I was *there* when his wife left him.

60 CONTINUED: 60

WILLIAM
Charles. C. *Swoop*.

POLEXIA
(on phone)
I CAN SEE THE EIFFEL TOWER. DO YOU KNOW THERE ARE 578 STEPS TO THE TOP?

She's reading from a European tour book.

WILLIAM
Paul and Debbie *Finger*.

ESTRELLA
(looking out window)
Oh my God. Simon Kirke of Bad Company is *by the pool*.

The girls mobilize by the window. William is increasingly aware that he is an outsider in his own tiny room. He tries to organize *his* stuff in the corner.

POLEXIA
I GOTTA GO!! I'LL CALL FROM ROME!

ESTRELLA
Is anybody here as worried about Penny and Russell as I am?

POLEXIA
(the perfect daughter)
AND HAPPY BIRTHDAY TO MAGGIE!!
I LOVE YOU!!

She winks at William, who looks away.

SAPPHIRE
(to Polexia and William)
Ooo, watch out - whoever you look at when you say that - that's who you really mean.

Polexia hangs up and throws a pillow at Sapphire. The kid watches these girls like a tennis match.

60A INT. PENNY AND RUSSELL'S ROOM - SAME TIME 60A

Russell puts down his guitar.

60A CONTINUED: 60A

RUSSELL
You know. We should talk about what we don't talk about.

PENNY
We don't have to.

RUSSELL
No, I - I went to Catholic school. I believe in guilt and... you know, if there's any to be had, I pretty much want to roll around in it.

PENNY
I don't believe in attachments. No boundaries. Just the music.

RUSSELL
I'm just saying, it's okay to talk about it.

Penny stands and turns. She speaks the word.

PENNY
Leslie.

Russell nods. The name is out in the open.

PENNY (cont'd)
Leslie. Leslie. Leslie. Leslie.
Leslie. Leslie. Leslie. Leslie.

RUSSELL
(somehow satisfied)
Alright - now we're talking.

But she continues, saying the name in a multitude of different ways, in different accents, and with different degrees of indifference and passion and lust and play-acting and mock-drama.

PUSH IN ON HIS FACE

As he listens and studies this ethereal creature for meaning. Is she mocking him? In love with him? Taunting him? Seducing him?

(CONTINUED)

60A CONTINUED: (2) 60A

PENNY
Leslie. Leslie. Leslie. Lesssssslie.
Leslie. Leslie. Leslie. Leslie.
Leslie. Leslie. Leslie. Leslie.
Leslie. Leslie. Leslie. Leslie.
LESlie. Leslie...

She continues saying it until it no longer has meaning. And finally she sits next to him.

PENNY (cont'd)
(beat)
Now. Have I helped you get that off your chest?

They kiss.

60B INT. WILLIAM'S HOTEL ROOM - SAME TIME 60B

The girls continue their settling-in process.

SAPPHIRE
Opie, can I order room service?

The nickname "Opie" re-opens a nagging wound. Polexia hangs up, and begins to dial again.

WILLIAM
Okay. You guys. Wait. Put down the phone, Polexia.
(she does, sadly)
First, this is my room.

SAPPHIRE
Come on, you're a fan like us. You're on *our* side of the line.

WILLIAM
Second. I'm not Opie. Alright? Opie is a little boy. I'm here to do a job. I am a *professional*.

ESTRELLA
(flipping luggage tag)
Oooooooo, sorry, Mr. *42*.

WILLIAM
Third!
(has their attention now)
... this phone is a big, big deal. In a minute, I have
(MORE)

(CONTINUED)

60B CONTINUED: 60B

WILLIAM (cont'd)
to go interview Russell. Do *not* answer this phone if it rings. I have family members with *severe* anxiety Problems. She *will not* understand.

POLEXIA
(wounded)
But what if Ozzy calls Sapphire? And I gave Jimmy Page this number.

ESTRELLA
Or a guy who *looked* like Jimmy Page.

William looks at their troubled faces, full of too much-longing and too much make-up.

WILLIAM
Okay. I have a solution. Answer the phone. But if anyone *without* an English accent is on the phone...
(winging it)
Just hang up. Or say it's the wrong room.

They nod. It's a good plan.

61 EXT. HALLWAY -- NIGHT 61

The hanging sign on the door reads: DO NOT DISTURB. William knocks on Russell's door. A maid pushes up against him with her cart, which now blocks the hallway.

WILLIAM
SHOULD I COME BY LATER?

A group of golf conventioneers are now trapped behind the maid cart. They ease past William as he negotiates with Russell through the door.

RUSSELL (O.S.)
YES, I'M IN TOO TRUTHFUL A MOOD!

WILLIAM
MAYBE THAT'S A GOOD THING!!

RUSSELL (O.S.)
I'LL SEE YOU AT THE RADIO INTERVIEW LATER!! TEN-THIRTY IN THE LOBBY.

(CONTINUED)

61 CONTINUED: 61

WILLIAM
OKAY!

RUSSELL
GO AWAY!

WILLIAM
OKAY!

We hear Penny's giggle. Then the door opens, and it's Penny looking ravishing. In the background, Russell sits shirtless at the table. He playfully pelts the kid with crumpled up wads of hotel stationery.

PENNY
Don't worry. Come to the radio interview.

WILLIAM
No, I'm fine. I'll just interview Jeff Bebe some more.

RUSSELL
(as in "you're one of us")
GO AWAY!

She shuts the door quickly. It hurts a little. He picks up the wadded pieces of paper, stuffs them in his pocket. He leaves the door and helps himself to some soap and pencils and matches from the nearby maid's cart. Then he returns to Russell's door. He can't help but listen to the muffled sounds of laughter, just for a moment, escalating. He flips the sign over: HOUSEKEEPING PLEASE ENTER - CLEAN ROOM.

62 INT. OUTER RADIO STATION - NIGHT 62

Humble Pie. "Thirty Days in the Hole." Russell and band enter the radio station, passing through the now-empty front office. As always, Russell sets the tone. He's feeling good. Stillwater takes over -- they feel mighty, like the Beatles, as they climb across chairs, rearrange wall hangings and gold records and head down the small hallway to the control room interview. Rolling with the flow are William and Penny in her green coat. He tries to distance himself from her -- still a little stung by the earlier hallway rebuff -- but she will have none of it. She privately shares every great passing moment with him. He tries not to succumb to these charms. It's hard. Music segues to Stillwater's own "Fever Dog."

63 INT. RADIO CONTROL ROOM - NIGHT 63

Stillwater's own record spins, and it sounds *good* to everyone in this room. Russell takes a seat

(CONTINUED)

63 CONTINUED: 63

near the open mike. Jeff Bebe is quick to take the other seat, arranging himself to be just as close to the microphone as Russell. William watches all as he sits at the dark back of this control booth. Stillwater sits with late-night progressive disc-jockey **QUINCE ALLEN**, 25.

Quince takes a long hit from a joint and does not pass it. The entire Stillwater band is now collected in the studio and ready for the interview. William can't avoid looking at Penny Lane, who looks great tonight. She catches him, and he barely looks away in time. Polexia, newly reconciled with Jeff, notices. The very mellow disc-jockey eases up to the microphone, as the finale of "Fever Dog" is just ending.

QUINCE ALLEN
The guitar of Russell Hammond. "Fever Dog"... The band is Stillwater.
(beat)
Watch with your mind as they materialize.

Band members get closer to the microphone, preparing to speak. Quince lowers his head, shutting his eyes and getting *into* the music as the song plays out.

64 INT. HOTEL ROOM -- NIGHT 64

The phone rings. Estrella answers.

ESTRELLA
William's room.

INT. ROLLING STONE OFFICE -- NIGHT

Ben Fong-Torres is calling from *Rolling Stone*.

BEN
Can I please speak to him? This is Ben Fong-Torres at *Rolling Stone*.

Estrella panics, hangs up quickly, as if the phone has just caught fire.

ESTRELLA
I think I just messed up!

65 INT. RADIO STATION -- NIGHT -- SAME TIME 65

Quince raises his head and continues on-the-air. The same song is still ending.

PJX-005

65 CONTINUED: 65

QUINCE
Look at the dogs, wearing the funny hats. Juggling just for you. Freaks and family...

Penny shoots William a look. *Do you believe this guy?*

QUINCE (cont'd)
It's Quince, with Stillwater. Here. Live. It's the *Night Circus*.

The band scoots closer to the microphone, ready to talk. Quince continues, looking meaningfully at the band. They are waiting... eager for a chance to speak.

QUINCE (cont'd)
Every minute a baby is born *somewhere*.. Life. Death. Hermetically sealed bags of human emotion. Bags of love... bags of kindness?
(suddenly, turns)
How'd you get together?

As Jeff eagerly speaks, Quince lowers his head and listens... *feels*... the words of his guests.

JEFF
Well... not to get into a "me" thing... this is Jeff talking... but I did start the band, some time, actually, ago. This is back when we were the Jeff Bebe band, and I placed an ad in a magazine called *Peaches* looking for a guitarist and Russell Hammond answered.

Quince nods, head bowed, swaying slowly.

QUINCE
(with deep understanding)
Peaches.

Jeff watches Quince's head lower. It's hard to know when to talk with Quince. The depth of his mellowness is tough to get in rhythm with.

JEFF
I think he was a gift from God, actually. Nobody plays like Russell Hammond.

RUSSELL
(sorta moved)
(MORE)

(CONTINUED)

65 CONTINUED: (2) 65

RUSSELL (cont'd)
Well, shit. Thank you.

He instantly realizes he's slipped, on the air.

RUSSELL (cont'd)
Ooops. Better hit the delay button.

All eyes turn to Quince, whose head stays down, grooving to some inner beat. He says nothing. The band looks at each other. We become increasingly aware that Quince may now be asleep. Long silence. William shares an amazed look with Penny. Quince is definitely asleep. Russell leans forward and continues talking quietly, with hilarious sincerity.

RUSSELL (cont'd)
Okay - we're talking now, right? Why the fuck do you wait until an interview in Arizona to say something nice about me. Why don't you say it to my fucking face sometime? Because I tell you every time I think you nailed something.

JEFF
Everybody pays you compliments. It's not my fucking job to kiss your fucking ass all the time.

RUSSELL
Well then who's fucking job is it? Because my ass is dying for a kiss. And I know yours is too.

DICK
It's my fucking job. You're all geniuses. And let me just add this thought - *smegma*.

Penny covers her mouth as offers a look of absurdity to William. He offers one back, as laughs are stifled throughout the room. William shares a look. Quince is still deeply asleep, as the usually quiet Tony leans forward to speak.

TONY
Feces.

He cracks himself up, silently. Quince snaps awake, fully in-stride.

QUINCE
The song is called "Love Thing." Your mind is Starting to take effect. They're all here to see you
(MORE)

(CONTINUED)

65 CONTINUED: (3) 65

QUINCE (cont'd)
swallow fire. You scream soundlessly... on the *Night Circus*. Its Quince, with Stillwater.

"Love Thing" takes over, as Quince swivels in the chair.

QUINCE (cont'd)
I thought that went well.

66 INT. RENTAL CAR -- NIGHT 66

Adrenalized laughter. The whole band is crammed into a medium-sized rental car. Penny half on William's lap, half on Russell's.

RUSSELL
(to William)
See, this is what *nobody writes about*! The in-between times! This! Us! Right now!!

67 INT. WILLIAM'S HOTEL ROOM 67

The phone is ringing. Estrella emerges from the bathroom with no make-up and a t-shirt. She picks up the phone. Across the room, Sapphire signs for room service. Now she is far too made-up. The t.v. radio plays Free's "Fire and Water" in the b.g.

EXH.005

ESTRELLA
(suspiciously)
Hello?

INTERCUT:

INT. WILLIAM'S HOUSE -- NIGHT

It's Mom on the phone.

ELAINE
(measured, very proper)
May I speak with William please?

ESTRELLA
(cheerfully)
He's not here. I think he's in the bar with the Band. They just got back from the radio station. Is this Maryann with the pot?

67 CONTINUED: 67

Silence.

ESTRELLA (cont'd)
Hello?

ELAINE
No this isn't Maryann with the pot. This is Elaine... his Mother.

Estrella physically recoils.

ESTRELLA
(cringing)
I thought you were English.

ELAINE
Could you please give him a message? Could you tell him to *call home immediately?* And could you also tell him -
(at full power)
I know what's going on.

ESTRELLA
Alright. Okay. But I'm just going to say this, and I'm going to stand by it.
(can't help herself)
You should be really proud of him. 'Cause *I know guys.* And I'll bet you do too. And he respects women, and he likes women, and let's just pause and appreciate a man like that. You created him out of thin air, and you raised him right, and we're all looking out for him. And that's more than I've ever said to my own parents, so there you go.
(silence)
This is the maid speaking, by the way.

68 INT. HOTEL LOBBY -- NIGHT 68

Russell and William sit in two large red-leatherette seats in the hotel lobby. William shuffles through many pages of questions written in small script. His tape recorder microphone sits balanced on the chair.

68 CONTINUED: 68

WILLIAM
(very professional)
Now that you're starting to be successful, you had twenty-six years to write your first Album... and you'll have maybe *four months* for the second. Do you worry that the pressure of the business will get in the way of the original joy of making your music? Or -

Russell blinks. The all-consuming issues of his life are right in front of him.

RUSSELL
Whoa!
(laughing)
I need three more beers and my guitar before I can answer that question. Let's take a walk.

69 EXT. HOTEL POOL AREA - NIGHT 69

Russell walks the outskirts of the pool area with William. William follows him through the sliding glass door to his room, facing the pool. Russell grabs his guitar. They stand for a moment, unheard by the others, and regard the living portrait twenty yards in front of them. The off-limits after-hours pool area has been overtaken by the Stillwater tour members. Jeff Bebe sits in a chair nearby. Dick laughs at a joke. Always the life of the party, Penny Lane dispenses stolen towels from a maid cart. And she is the first to slip into the pool for some after-hours, against-the-rules swimming. Effortlessly, she turns a collection of people into a party. They regard her, well out of earshot of the others.

RUSSELL
For a minute I thought you were actually a real journalist... which is... you know, it's great.
(beat)
Shut that thing off, and I'll tell you the truth.

William shuts his tape recorder off.

WILLIAM
It's off.

RUSSELL
Look. I trust you. I'm going to lay this right on you. Just make us look cool.

(CONTINUED)

69 CONTINUED: 69

WILLIAM
I will quote you warmly and accurately.

RUSSELL
That's what I'm worried about. See - some of us have girlfriends back home. Some of us have wives. And... some of the people you meet on the road are really amazing people...

They both watch Penny Lane, sparkling, fresh from the pool. She places hotel furniture into the shallow end and inviting all, even other curious hotel guests, to join them in the pool.

RUSSELL (cont'd)
Like *you*. And some of the things that happen are good for just a few people to know about - as opposed to, say, a *million* people.

Dawn is breaking for William.

WILLIAM
Ohhhh. *Oh*. Yeah.

RUSSELL
You know what I mean?

WILLIAM
Right. Yeah.

RUSSELL
See, you're dangerous. Most people are just waiting to talk, but you *listen*.

WILLIAM
Right. Right.

RUSSELL
So your question you asked me. I think about It every fucking night. The "business." I hate it!
(quietly)
I grew up with these guys, okay? I can't play all that I can play, I'm past these musicians, do you understand?

WILLIAM
I do.

PAYOFF

(CONTINUED)

69 CONTINUED: (2) 69

RUSSELL
The more popular we get, the more I can't walk on them, the bigger their houses get, the more pressure... you forget, man. You forget what it was like to be real, to be a *fan*. You can hear it in a lot of bands who've been successful - it doesn't sound like music anymore. It sounds like... like *lifestyle maintenance*.
(suddenly confessional)
I used to be able to hear the sounds of the world. Everything, to me, used to sound like music. Everything. Now I don't hear it. You know what I'm trying to say?

WILLIAM
(ruefully)
Yeah.

RUSSELL
Man, it feels good to say this stuff out loud. But what am I doing? I'm telling secrets to the *one* guy you don't tell secrets to.

WILLIAM
(feeling included)
No, that's okay. We'll do the interview tomorrow.

RUSSELL
This is good. So there's the "friend" and then there's the "interview guy."

WILLIAM
Yeah.

RUSSELL
So tonight it's "friend".... and when we wake up tomorrow - "*interview guy.*" We'll figure it out as we go, buddy.

WILLIAM
Hey - for whatever it's worth - you guys are really good.

JUN 05

(CONTINUED)

69 CONTINUED: (3) 69

Russell laughs at the kid's easy naivete. He hands his guitar to the kid, and joins the party. William watches, part of the crowd... somehow feeling a little compromised. He doesn't care. Penny gestures for him to join them.

70 EXT. SUN STADIUM - AFTERNOON 70

William interviews Larry in the seats of the empty arena. On stage, Ed soundchecks his drums.

WILLIAM
How would you describe your role in Stillwater? What is the chemical that you add to the chemistry?

LARRY
I'm the bass-player.

WILLIAM
(pressing for some poetry)
Right. And when you take that away... what would be missing? Stylistically? What *chemical*?

LARRY
(not getting it)
The bass?

Larry doesn't give him much.

71 EXT. SUN STADIUM - NIGHT 71

It's raining. The pre-show huddle breaks up, William a part of them. Penny Lane adjusts Larry's look. She takes the scarf from around his neck and ties it around his leg. He looks instantly better. William watches in the darkness as Dick takes the microphone. The best part of his day has arrived. In his important voice:

DICK
Good evening Phoenix.
(applause)
From Troy, Michigan. Please welcome. *Stillwater.*

Lights come up, as the band launches into "Fever Dog." Jeff begins singing. Russell reaches to adjust the microphone for a back-up vocal and is hit with something unexpected.

A sharp electrical *shock.*

71 CONTINUED: 71

It's just a slight pop in the loud din of music, but within a moment something is clearly wrong. Russell holds onto the microphone stand with a surprised look, conducting high-voltage for two seconds and then he *snaps* his hand off the metal. His face is white, he takes off his guitar and walks off-stage, collapsing a couple steps later.

72 EXT. BACKSTAGE -- NIGHT 72

Dick is waving wildly for the band to board the bus, which has been pulled up into the backstage area. He guides a sagging Russell, assisted by Penny Lane, into the bus.

DICK
Get in, get in!!

William boards the bus, as the extremely agitated PROMOTER arrives to confront Dick.

PROMOTER
Are you the manager of this band?

DICK
That, and more. Get in!

PROMOTER
You didn't even play a full set!

Dick whirls and unleashes an anger we've not yet seen, gesturing with the silver briefcase that does not leave his hand.

DICK
Your shoddy stage set-up almost killed our guitarist!

PROMOTER
You trashed the dressing room - you didn't play your thirty-five minutes. You didn't fulfill your contract -

DICK
Everybody in! Get in the bus!

PROMOTER
I'll report you to every promoter in the country! *I'm gonna talk to Frank Barcelona!*

DICK
YOU DON'T FUCK WITH MY BAND'S SAFETY!!

72 CONTINUED: 72

PROMOTER
I hope you have a good lawyer.

DICK
I AM A LAWYER!

He swings into the bus, as the bus revs.

PROMOTER
LOCK THE GATE ON 'EM!

73 INT. BUS - NIGHT 73

Russell sits, pale, next to Penny at the front of the bus. He examines his singed hand, shaking it a little to emphasize the positivity of her words.

PENNY
Don't worry. It's happened to all the greats. Thank God you didn't hold the mike stand with both hands, you'd still be holding it. This is a good thing. It's a good, good, good thing.

William sits nearby, watching Russell, making notes out of eye-sight of others. The ever-wary Jeff, unseen by William, cranes to see that he's writing in his notebook.

Dick swings into the seat across from Russell. The bus door shuts, as the promoter is still yelling.

Doris is slow to gain speed, as Estrella appears, running alongside. She knocks on the window next to William.

ESTRELLA
I forgot to tell you! Your mom says to call home immediately. She says *she knows what's going on!*
(receding)
See you guys in Topeka! I'll catch a ride with Sabbath!

William nods with embarrassment, waves to her, as the bus races toward the now closing gate.

DICK
(casually, to Russell)
Wanna buy a gate?

Before Russell can answer - BASH. Doris barrels through the steel-gate, snapping it like a chopstick to great cheers inside this bus.

(CONTINUED)

73 CONTINUED: 73

DICK (cont'd)
You just bought a gate.
(to the bus)
C'mon Doris!! Get us out of town!!

The bus struggles up a slight incline, everybody rooting for Doris, as she eases out of the parking lot and onto a thoroughfare.

WILLIAM
What did it feel like to be electrocuted?

RUSSELL
It burns. It feels like a dose of lead shooting through your body... and then you see God, and he says, "How bad do you want to be legendary?" And god *damnit*. I let go.
(shaky grin as all laugh warmly)
Rock and roll.

Jeff watches this charisma with thinly veiled envy. The kid scribbles in his notebook. We hear Led Zeppelin's "That's the Way."

74 INT. BUS - EARLY MORNING 74

Song continues. Almost everybody is asleep. William takes the camera and snaps a Polaroid of a sleeping Penny. She wakes up.

PENNY
Give that to me.

She grabs for it, they have a brief play-fight. He grabs some other Polaroids from her pocket. He hustles to the back of the bus, pockets the photo, and settles down to watch the passing landscapes. She chases him down the aisle. Music continues as she sits down next to him. Out the window, a long-distance running team of Girls keeps pace with the bus for a bit. They wave. Penny watches them over sunglasses, waves briefly to the real world.

PENNY (cont'd)
(breathing heavy, owning the world)
When we go to Morocco, I think we should wear completely different clothes, and be completely different people.

WILLIAM
What will our names be?

(CONTINUED)

74 CONTINUED: 74

She snaps a Polaroid of a nearby sleeping Silent Ed, pockets the Polaroid. She regards Russell up ahead, also sleeping. Her attention has already wandered from Morocco.

PENNY
What do you think of Russell?

WILLIAM
I like him.

PENNY
You're coming to Cleveland, right?

WILLIAM
Cleveland, Ohio? Oh no no no. I gotta get my interview with Russell before *Greenville*. And you've got to help me. Okay? Friends... remember?

Penny is still watching Russell.

PENNY
You should give him a break. There are real problems in the band. Off the record.

Gravely noting the word "problems," the kid joins Penny in watching Russell, who is splayed haphazardly, sleeping restlessly up ahead.

WILLIAM
What problems?

PENNY
Okay. I got it. I think your name should be Spencer, and mine will be Jane.

WILLIAM
I can't keep up with you.

PENNY
No one can.

WILLIAM
What's your real name?

She looks at him briefly. She puts her arm around him. It's intoxicating, but he doesn't quite

74 CONTINUED: (2) 74

know how to act. With her free hand, she gestures with a hanger. As they regard Russell sleeping nearby:

PENNY
Here's the thing about Russell. He's my last project. I only do this for a very few people. *And I think we should do it together* - he is almost great. We've got to take him there. You and me - we can do it. Deal? Because the other guys are good - but he could be great. He's my last project.

He looks at her. She imitates his face back to him.

PENNY (cont'd)
It's all happening.

75 INT. TOPEKA ARENA BACKSTAGE -- NIGHT 75

William sits interviewing Silent Ed by some equipment cases.

WILLIAM
What do you love about music?

Ed looks at him thoughtfully. It is an eloquent moment. He thinks. He shrugs. The kid fumbles with more questions. These interviews are not going well.

76 INT. BATHROOM - NIGHT 76

William, looking concerned over the state of his interviews, walks into the backstage bathroom. He makes a few surreptitious notes in his notebook before noticing that Jeff is standing there, clearly just finishing a quick hit of cocaine offered by a Local Hanger-On. Seeing the kid, he immediately hides the coke spoon.

JEFF
Hey.

WILLIAM
Hey.

William pretends he sees nothing as he turns to the urinal, and shot stays on Jeff, who looks a little high and a little worried.

77 INT. BACKSTAGE PAY PHONE - NIGHT 77

William is on the pay phone with his Mother. The show booms in the background.

WILLIAM
I know. I know. I know.
(beat)
I know. Mom. Mom... Mom.

78 INT. STAGE - NIGHT 78

Stillwater on-stage. A great show. Russell on fire.

79 INT. BACKSTAGE PAY PHONE - NIGHT 79

William on the phone. Estrella leans on him, fixing her shoe.

WILLIAM
Right now -- Topeka. Then Greenville. Then home.

He winces slightly, holds the phone away from his ear for a moment.

WILLIAM (cont'd)
I'm sorry I didn't call yesterday! It's not like You can just *carry a phone around with you.*

PINK

80 INT. ELAINE'S SCHOOL OFFICE -- AFTERNOON 80

Mom sits in her school office, a miniature version of her home - a fortress in which she is surrounded by books. The sun is going down. She can't resist a sentimental moment.

ELAINE
I guess I just miss you, and I don't understand why I've driven both my kids so far away from me. By all practical rules don't I get you for three more years?

He is touched by her vulnerability, more visible now than ever, as music continues in b.g.

ELAINE (cont'd)
Was I not fun?

81 INT. BACKSTAGE PAY PHONE -- NIGHT 81

William has his finger in his ear. The din of Stillwater's set now blots out all other noise. It is not the time to answer this question.

WILLIAM
I missed the last thing you said.

Mom takes a pause.

ELAINE
I LOVE YOU.

Penny now enters, watching.

WILLIAM
WHAT?

ELAINE
(angry, louder)
I MISS YOU AND I LOVE YOU!

William now notices Penny standing nearby, picking at a salad from a paper dish. Looking at her, he lets loose with what he believes is a private confession.

WILLIAM
I LOVE YOU!!

Penny smiles knowingly, collecting his affection like another backstage pass, and turns away. Camera stays on William. He is suddenly and deeply embarrassed. He's just told her that he loves her and she knows it. He hangs up, traumatized.

82 INT. TOPEKA DRESSING ROOM -- NIGHT 82

Russell's hair is slicked with sweat from a show just finished. He is shirtless with a towel around his shoulders. Luggage for the next city is stacked by the door.

RUSSELL
Fire away. I'm ready. I'm on the "You" Train. Take me there.

The kid plugs in his microphone. Russell listens as he springs his first question.

82 CONTINUED: 82

WILLIAM
Do you have to be depressed to write a sad song? Do you have to be in love to write a love song? Is a song better if it really happened to you? Like, "If You Say Nothing"... where did you write that and how did it come about?

Russell admires the many questions. Says nothing. He looks at his hand, thinks.

RUSSELL
When did you get so professional?

In the background, Penny Lane irons Silent Ed's shirt. Grinning, she cuffs his shoulder. To the shirtless silent drummer, waiting for his shirt.

PENNY
I'm almost done with my shirt.

Ed watches her appreciatively, drumming silently on a rubber pad. Penny kisses Russell, who swings her into his lap. In the corner, Jeff watches them all with a vague feeling of being underappreciated. And ~~now~~ Dick enters with a large cardboard box.

DICK
Russell, your dad showed up again. And on a lighter note...
(importantly)
Gentlemen. Your first t-shirts have arrived.

There is an immediate buzz in the room, as Dick yanks open the box filled with new white t-shirts. He untangles the first fresh shirt, and displays it proudly. A silent beat as all examine it - their first t-shirt. Faces fall. Ed stops drumming. There has been a mistake. It is a fuzzy band photo with the group name emblazoned below. Only Russell, who stands out front, is colored-in and emphasized on the shirt. He turns away, making a noise. Jeff stares at the t-shirt. He's just about in tears. There is a long silence and then... Ed resumes drumming on the rubber pad.

DICK (cont'd)
It's the record company's mistake. And they will pay. Shirts gone, band happy.

He drops the offending shirt into the trash, as if it were contaminated, and exits with the box. William watches as the two men, Russell and Jeff, move to opposite sides of the room. Russell puts on a shirt, so does Jeff. The vibe is thick. Russell turns to see Jeff staring at him.

(CONTINUED)

82 CONTINUED: (2) 82

RUSSELL
Can we just skip the vibe and go straight to us laughing about this?

JEFF
(bitterly)
Yeah. Okay.

RUSSELL
(trying for a joke)
Because I can see by your face - you want to get into this -

JEFF
How can you tell? I'm just one of the out-of-focus guys.

RUSSELL
Here we go.

William watches as Russell fishes the t-shirt out of the trash.

RUSSELL (cont'd)
Here. Take it. You LOVE this shirt - it lets you say everything you want to say.

JEFF
Well, it speaks pretty loudly to me.

RUSSELL
It's a t-shirt.

Russell turns away.

JEFF
I'm always gonna tell you the truth.

RUSSELL
Are you doing coke again?

JEFF
Oh yeah. All the time.

The kid looks down.

EX 005

82 CONTINUED: (3) 82

JEFF (cont'd)
This is big stuff, man. From the very beginning -- we said -- I'm the front man and you're the guitarist with mystique. That's the dynamic we agreed on -- Page, Plant... Mick, Keith. But somehow it's all turning around. We have got to control what's happening to us. There's a responsibility here -

RUSSELL
Excuse me, but didn't we all get into this to *avoid* responsibility?

JEFF
Forgive me.
(continuing, on shirt)
But this is the slow-moving train of compromise that will *kill* us.

Russell makes a disgusted noise. Penny Lane exits discreetly, looking back at Williams.

JEFF (cont'd)
I can't say anymore with a writer here.

RUSSELL
You can trust him, you can say whatever you want.

JEFF
(eyes suddenly moist)
I work as hard or *harder* than anybody on that stage. You know what I do - I *connect*. I get people *off*. I look for the guy who isn't getting off, and I *make him get off*.
(beat)
Actually, that you can print.
(continues to Russell)
And yet, why do I always end up feeling like I'm a joke to you? I feel nothing but love for you. We're a family.

He looks at the t-shirt and starts to cry. Embarrassed, he grows angrier.

JEFF (cont'd)
You want to pretend this isn't going to be a
(MORE)

(CONTINUED)

82 CONTINUED: (4) 82

JEFF (cont'd)
very big band. Well it is. You call yourself a leader of this band, but your direction allowed the t-shirt, when you allowed Dick to manage us, 'cause he's *your* friend... don't you see? The t-shirt is *everything*. It's *everything*.

RUSSELL
Is it my turn? Because I think we should, for once, say what we *really* mean.

JEFF
Oh, this is the part where you quit -

RUSSELL
(stiffening)
Right. I'm so predictable.

JEFF
No I gotta tell the truth -- I want you to like me. But sometimes I feel like you collect people who love you and then very skillfully... you make them feel bad that they're not good enough for you.

RUSSELL
Stick to singing, brother, 'cause you ain't gonna make it as a shrink.

JEFF
Deal with it! And let me just say what nobody Else wants to say to you -

RUSSELL
What?

JEFF
Your looks have become a problem.

82A EXT. BACKSTAGE - NIGHT 82A

Russell walks swiftly past a happy silver-haired man, who holds court with beer in hand. He dresses too young for his age, late fifties. He is **DAD**.

DAD
Son!

(CONTINUED)

82A CONTINUED: 82A

RUSSELL
(dutifully)
Hello Harry.

Dad introduces a woman much younger, who eyes Russell hungrily.

DAD
He got all the good genes, huh? Meet Deirdre. We're getting married in July.

83 EXT. ARENA -- NIGHT 83

Russell walks fast outside the arena. William hustles to catch up. The two men walk in long silent strides in the cold night air, beyond the backstage area. Fans begin to recognize and follow at a discreet distance.

WILLIAM
You okay? You alright?

Russell doesn't answer.

RUSSELL
(resolute, wound up)
From here on out, I'm only interested in what's real.

The kid nods. They walk.

RUSSELL (cont'd)
Real feelings. Real people. That's all I'm interested in... From here on out. What is REAL? You're real.

WILLIAM
Thanks.

A wave of warmth comes over Russell.

RUSSELL
You know, you know all about us and I don't know *shit* about you.
(struggling to be personal)
What's your... your family like? Tell me.

(CONTINUED)

83 CONTINUED: 83

WILLIAM
Well, my dad died of a heart attack and my sister believes that my Mom is so intense that she might have contributed to it. Plus -

RUSSELL
(immediately)
Okay, that's good. That's enough.

WILLIAM
It's good to talk about it. Really good.

Russell now sees some hero worship in the kid's face, and it makes him nervous.

WILLIAM (cont'd)
Hey, man, maybe we should go back.

RUSSELL
If they want me, they can find me.

William turns and sees nobody following but fans.

WILLIAM
So listen. I have to go home tomorrow. I know this is a bad time to finish our interview.

RUSSELL
Hey, man, you know what? Write whatever you want. I trust you.

A big square Chevy van slows down. A CONCERT-GOER hangs his head out the window.

CONCERT-GOER
(battle-cry)
Wooooooooooo!!! You're Russell from Stillwater!!

RUSSELL
On my better days, yes. I am "Woooooo, Russell from Stillwater!"

CONCERT-GOER
Wanna go to a party at my friend Aaron's house?! I know you're a big rock star, but do you want to hang
(more)

(CONTINUED)

83 CONTINUED: (2) 83

CONCERT-GOER (cont'd)
with some good people looking to have a good time?

Russell regards the van full of kids. More fans crowding around. The kid behind the wheel unknowingly says the magic words.

CONCERT-GOER (cont'd)
We're just real Topeka people, man.

He has said the magic word.

A84 EXT. AARON'S PARTY - NIGHT A84

Russell arrives at the party in the rural outskirts of Topeka. William nearby.

84 INT. AARON'S HOUSE -- NIGHT 84

William watches as Russell slugs from a Jack Daniels bottle. They sit in the bedroom of a mindblown fan, 17 year-old AARON. He has long frizzy brown hair, tied in a spray behind him. Many from the neighborhood are now pouring into the home.

RUSSELL
(eyes glowing)
You. Aaron. Are what *it's all about*. You are *real*. Your room is real. Your friends are real. You are more important than... than... all the silly *machinery*. *And you know it.* In eleven years it's gonna be *1984*, man. Think about *that*!

AARON
Wanna see me feed a mouse to my snake?

RUSSELL
Yes.

KID # 1
Can I have your belt?

RUSSELL
Take it!

Russell whips off his belt, gives it to the fan. A joint goes by, headed for Russell. William intercepts it and passes it on.

(CONTINUED)

84 CONTINUED: 84

RUSSELL (cont'd)
Aaron? *Where's your bathroom?* I want to live here. I want to eat your food, and live in your city and fuckin *rock* like I used to. I want to learn everything there is to know about your city and your town. And your way of being real.
(stunning realization)
I used to be you.

AARON
Down the hall by the washing machine.

RUSSELL
What?

AARON
The bathroom.

RUSSELL
Okay. Good to know.

Russell rises and squeezes past fans and heads down the hall.

85 INT. AARON'S HALLWAY - NIGHT 85

William follows Russell protectively.

PASSING FAN # 1
WOOOOOOO!!

A QUIET GIRL, 14, turns and watches Russell pass. We linger on her face for just a moment, full of wonder.

WILLIAM
We should probably head back sometime.

Russell ignores him.

PASSING FAN # 2
(holding red cup)
Watch out, there's acid in the beer that's in the Red cups.

Russell looks at the cup in his own hand. It's white. Then, with his other hand, he grabs the red

PJX.005

85 CONTINUED: 85

cup and drains it. William winces. They move on.

RUSSELL
Topeka. Check it out.

Russell enters the bathroom. William stands guard. With a finger outstretched from each hand, he lectures the fans massing in the hallway.

WILLIAM
Please don't give him any more acid.

86 INT. LIVING ROOM -- NIGHT -- TWENTY MINUTES LATER 86

William watches as a wobbly Russell Hammond, in sunglasses now, goes through Aaron's record collection. He places the albums over his face, like masks.

RUSSELL
Faces. Stones. *Sa-weet Baby James!!* None of these people are gonna be around in twenty years! Plastic begets plastic!! Black *plastic.*

Partygoers are strangely fascinated by the rock star in their living room.

INTERCUT:

87 INT. BACK BEDROOM -- NIGHT 87

William waits anxiously to use the phone, keeping an eye on Russell. Russell is now strangely twisting/dancing with four girls in the living room, as more cars arrive outside.

KID ON PHONE
He's here right now! Go ahead and put it Out over the radio, tell people to bring food And beer and chicks. We're at Rural Route # 4 -

WILLIAM
No no. Nope. No.

William takes the phone and hangs up. Keeping an eye on Russell in the next room, he dials from a tour itinerary sheet.

WILLIAM (cont'd)
Dick Roswell, please?
(MORE)

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(CONTINUED)

87 CONTINUED: 87

WILLIAM (cont'd)
(beat)
Dick!! I got him!! He's okay... I've been Looking after him. He's on acid, though. I can't Really tell. How do you know when it's "kicked in?"

88 EXT. AARON'S BACKYARD - NIGHT 88

Russell stands on the jutting corner of the house rooftop. The unlit, unheated greenish family pool beckons to him below. It's kicked in.

RUSSELL
(bellowing to the heavens)
I AM A GOLDEN GOD!!

Russell cackles at the joke of it all. William yells up from down below.

WILLIAM
Hey Russell -

RUSSELL
I AM A GOLDEN GOD!!

WILLIAM
Don't jump, okay?

RUSSELL
And you can tell *Rolling Stone Magazine* my last words were -

He spreads his arms, and tries to think of last words.

RUSSELL (cont'd)
-- *I'm on drugs!!*

The kids cheer. William looks around, remains cool. Yells upward in the cold night air.

WILLIAM
I think we should work on those last words.

RUSSELL
Critic!!

WILLIAM
No, I'm not -

Ex. 005

88 CONTINUED: 88

RUSSELL
Okay I got it. I got it. I got it. I got it. This is better. Last words -

(spreads his arms, his greatest realization)
I DIG MUSIC!!

It gets a skimpy reaction from the partygoers.

RUSSELL (cont'd)
(immediately)
I'm on drugs!!

They applaud again.

WILLIAM
Just come on down!!

RUSSELL
(matter-of-fact)
Okay.

He jumps from the roof into the cold, algaed water below. He sinks immediately. One kid jumps in, then another, then more.

Everybody wants to save Russell.

89 EXT. AARON'S NEIGHBORHOOD - EARLY MORNING 89

It's getting lighter. Cars line the street. And now, finally turning the corner, is Doris the Bus.

90 INT. KITCHEN -- MORNING 90

William watches the effects of personal charisma. Wet partygoers surround Russell, bottle of Jack Daniels still in hand, wrapped in towels. Now a bond has passed between them, all of them. Algae drips from the corner of Russell's face and neck.

RUSSELL
Thanks for saving my life. I won't hold it against you.

Twenty different kids thank him for the opportunity. ("Glad to do it," "Right on," "Damn straight.")

91 INT. LIVING ROOM/KITCHEN -- MORNING 91

Door opens. Dick enters. Finding the guitarist in the kitchen, he clicks into time-tested road-managerial maintenance. Easing Russell out of his towel, slipping his own jacket around him, Dick's bedside manner is sparkling. He withdraws the bottle from Russell's hands.

DICK
(privately)
They've been crying for you like a bunch of whimpering pussies --

RUSSELL
(woozy)
The band is over. This is my family now.

OTHERS
Right on. He's staying with us.

DICK
(soothing)
Definitely. It's all over. We'll just ride on to Greenville, listen to some great music, finish the tour, and leave those ungrateful fools behind. And then we'll come back here, where you'll live.

RUSSELL
I know what you're doing. *and I like it.*
(noticing William)
Look at him. He's taking notes with his eyes.
(beat, to Dick)
How do we know he's not a *cop*?

William laughs painfully, as Russell moves in, eyes flaring with sudden paranoia.

RUSSELL (cont'd)
He could be selling information!

DICK
(to Russell)
Easy. He's your Guardian Angel.

Russell turns away. William shrugs with style, but his lingering look is filled with hurt. Dick guides Russell to the door, grabbing the kid and talking very directly to him as they move.

(CONTINUED)

91 CONTINUED: 91

DICK (cont'd)
(privately)
Don't worry. He only means half of what he says.

WILLIAM
Which half?

DICK
Good question.

WILLIAM
(very direct)
I have a lot more. Just help me get my interview so I can go home from Greenville. I have to go home.
(pulls him back)
I have to go home.

DICK
Hey. You saved the tour. That's good enough for now.

Frustrated but feeling important, William hands him some of Russell's wet clothes. William deftly retrieves Russell's shoes and smoothly plucks the guitarist's sunglasses from the partygoer who also wears his belt. They move to the door in a pack. We hear the beginning of Elton John's "Tiny Dancer." Dick faces the crowd and addresses them in his "important" stage voice.

DICK (cont'd)
Ladies and Gentlemen, the evening is over! We hope you've enjoyed yourselves, and we'll See you again in *1974!! Good evening!!*

William gives Russell his sunglasses to face the sunlight. Russell stumbles out of the house to great cheers. The Quiet Girl breaks free to catch Russell on the way out.

QUIET GIRL
I'll never forget you.

Dick pats William's arm one more time -- *good work.* They leave Aaron's house as legends.

92 INT. TOUR BUS -- MORNING - 5 AM 92

"Tiny Dancer" continues on the bus stereo. Russell sits up front, swathed in a large robe, alone and silent. The others have given him a wide berth. He feels silly, and they know it, and he hates that they know it, which makes him feel foolish. He sits silently. William watches him from four

(CONTINUED)

92 CONTINUED: 92

rows back, next to Penny. She kisses the top of his forehead, a hero's welcome. He yawns. The song's vocal begins. There is only more silence. Then, after a beat, we hear a voice or two, fighting the quiet and singing along. Then others... waking up... joining in. Then Jeff. Russell hears them and starts to sing along too, louder now, without turning around. It's a voice everyone wants to hear. Like it or not, this is his family.

FADE OUT

FADE IN:

93 EXT. HIGHWAY -- DAY 93

Passing signs announce Greenville, North Carolina.

94 INT. LESTER BANGS BEDROOM - DAY 94

Lester on the phone. He is paler than ever, in a room clogged with vinyl, happily listening to the MC5 in the background.

LESTER
How's it going?

INTERCUT:

95 INT. WILLIAM'S HOTEL ROOM - DAY 95

It's a small wooden-walled hotel room in Greenville. Polexia tries on clothes. William barely notices as he talks to Lester on the phone.

WILLIAM
Rolling Stone is calling me. I don't have my key interview. I don't know what to say.

LESTER BANGS
(pacing, assembling thoughts with his hands)
You're flipping out. That's good. Alright. This is how you blow their minds. He'll ask you - this is Ben Fong-Torres, right? - he'll ask you how the story's going. Here's what you do - let's fry his mind. Tell him "it's a think piece about a mid-level band struggling with their own limitations in the harsh face of stardom." Ha ha!! This is fun!

William scrambles to make notes.

95 CONTINUED: 95

WILLIAM
(madly copying)
... think... piece...

CLOSE ON WRITING

Longhand small script on yellow legal tablets.

96 INT. HOTEL BATHROOM -- NIGHT 96

William sits in the tub, without water. It's his makeshift office, he's surrounded with scraps of notepaper. He writes savagely, and now, savagely throws it away.

97 INT. HOTEL BEDROOM -- NIGHT 97

In the bedroom, Sapphire, Polexia and Penny watch *The Midnight Special*. Sapphire looks at a room service menu.

SAPPHIRE
It says the food is hearty and adventurous.

POLEXIA
(yawns)
Greenville. I'm bored.

Penny yawns too, it's catchy, and rises to visit the bathroom.

POLEXIA (cont'd)
Hey let's deflower the kid.

Now Sapphire yawns, looks in her purse.

SAPPHIRE
Who hid the quaaludes from me?

98 INT. HOTEL BATHROOM -- NIGHT 98

Penny enters to see William writing in the tub. She sits on the toilet to pee. Flustered:

WILLIAM
Wait. I'll leave.

He gets up, knocking his carefully organized notes onto the floor. He is brimming with things to

(CONTINUED)

say. More than he is even able to communicate.

WILLIAM (cont'd)
You know, I think this is going backwards for me.

PENNY
Backwards?

WILLIAM
(flustered)
I don't know. I just thought we could hang out, maybe do some stuff back home, regular stuff, get to know each other better... and *then* I'd see you pee. I mean, that's the way I usually do it.

PENNY
You're one of us. It's no big deal.

WILLIAM
I'm *not* one of you.

PENNY
Oh! If you go to Cleveland, Bowie's going to be there at Swingo's, the greatest hotel in America. I'll introduce you to him, and his security guy Dennis.

EXHIBIT 005

William stops at the door.

WILLIAM
Don't you have any regular friends?

PENNY
Famous people are just more interesting.

He looks at her. Even sitting on the can, she's elegant and totally focused on him.

WILLIAM
(carefully)
Well, I would be worried that they were using *me*. And not that anybody's using you, but -

She swoons a little, touched and moved.

98 CONTINUED: (2) 98

PENNY
Boy, if this was the real world and some guy talked to me like that -

WILLIAM
Let me finish.
(continuing)
I'm not famous.... but you could always use *me*. If anything happens. And I would never use you. Even if I got famous. So you know, you always have that from me... in the real world. If you ever have to go back there, for anything.

She looks at him curiously, as the door blasts open. Sapphire and Polexia head for William.

SAPPHIRE
Your time has come.

WILLIAM
Did he call?
(realizes their intention)
What are you -- stop it -- we're talking here.

SAPPHIRE
Pants him. Opie must die.

They swarm him, dragging him kicking into the bedroom.

99 INT. HOTEL BEDROOM -- NIGHT 99

Steely Dan, looking pale and somehow snappy, perform "Do It Again" on *The Midnight Special*. The girls force William onto the bed, and envelope him. Their sexuality is fun, untroubled. Shot moves past bodies crossing frame, onto William's face.

ANGLE ON PENNY

Across room, sitting and watching.

SAPPHIRE
Just relax. Take a vacation from yourself. Leave this to professionals.

Estrella and Polexia kiss each other playfully. William looks confused. Across the room, Penny

(CONTINUED)

99 CONTINUED: 99

laughs, turns up the TV, blows him a kiss.

Penny's eyes. Across the room.

His eyes.

His sexual awakening may be downtime amusement for them, but to him it's an embarrassingly intense moment he shares only with Penny Lane -- across the room. She turns away, smiling, disappears into the next room.

ON STEELY DAN

On the television.

DISSOLVE TO:

99A INT. BEDROOM - NIGHT - TWENTY MINUTES LATER - HANDHELD 99A

Post-sex pajama party. Sapphire, Estrella, and Polexia girltalk about their first rock and roll conquests. Penny is conspicuous by her absence. William is under the sheets, listening, feeling different, now a man and somehow one of the girls too.

DISSOLVE TO:

100 INT. BEDROOM -- NEXT MORNING 100

William is awake. Sunlight floods in from the corners of the window-shades. He is surrounded by the fallen cavalry of the night before... Sapphire and Polexia. The phone rings, and Sapphire instantly snaps it up, still asleep. Lost in her dreams, she offers the sexiest hello ever.

SAPPHIRE
(half-English accent)
Hello. Hi, Ben-Fong-Torres from *Rolling Stone.*

William snatches the phone.

WILLIAM
(lowers voice)
Hello.

101 INT. BEN FONG-TORRES' KITCHEN -- SATURDAY MORNING 101

Ben Fong-Torres is up bright and early.

101 CONTINUED: 101

BEN
Hello William, this is your editor at --

He offers the name of the magazine with a swirl that implies *high-level importance.*

BEN (cont'd)
Rolling Stone. How's the story?

INT. GREENVILLE HOTEL ROOM -- CONTINUOUS

William snaps into his very professional tone of equally grave importance.

WILLIAM
I'm getting good stuff out here.

BEN
Sounds like it.

Next to him, Polexia yawns herself awake.

POLEXIA
Man, I need some -

He clamps a hand over her mouth.

BEN
(jocular but tough)
Now listen. Get it together. We're both professionals, I don't have to tell you this. You're not out there to join the party -- we already have one Hunter Thompson. You're out there to interview and Report. You got me? This isn't *Creem* Magazine, it's *Rolling Stone.* We need this story in four days. Now I want to know how it's shaping up.

WILLIAM
It's a think-piece about a mid-level band grappling with their limitations in the face of the harsh glare of success.

BEN
(pause)
I like what we're saying. Let me try and get you a thousand more words. It's in consideration for the cover, but don't tell the band.

(CONTINUED)

101 CONTINUED: (2) 101

WILLIAM
(conflicted)
Crazy.

The kid hangs up, now shouldering even more pressure. He unclamps Polexia's mouth.

POLEXIA
- coffee.

SAPPHIRE
Me too. Greenville is so *boring*.
(to William)
Any other city in the world and you'd still be a virgin.

WILLIAM
I'm going out to find Russell.

SAPPHIRE
Will you take the laundry?

WILLIAM
(to the girls)
What am I to ~~you~~? Tell me right now!
What. Am. I. To. You.

102 INT. HOTEL HALLWAY - DAY 102

Circles have sprouted up under William's eyes. The orange bag strapped over his shoulder, he lugs a *huge* bag of laundry. He consults room list. A variety of noises and smells drift from the band rooms. He sees Room Service arrive at Dick's door, and it's... Estrella who opens the door. (Dick in the background.) She smiles sweetly to William -- good morning -- as the door shuts.

WILLIAM
Houdini... Houdini...

He arrives at Russell's door. Two exclamation points have been Sharpie-markered to the words Do Not Disturb on the sign is gaffer-taped to his door. He looks through the crack, at the bottom of the door. Carefully and politely, he knocks. Instantly:

RUSSELL (O.S.)
GO AWAY!

Pissed, the kid flips off the door. He sits down on a chair directly across from the room. Push in

(CONTINUED)

102 CONTINUED: 102

on William, who is more pent-up than ever. He tries hard not to cry, taking gulps of air as a maid cart swishes past, revealing... he's failed. He cries.

FADE UP FROM DARKNESS

A super-energized Russell Hammond looks into William's sleepy face. William's eyes open. His own sleepy face is evident in Russell's sunglasses. The bag of laundry is still at his feet.

RUSSELL (cont'd)
We'll do the interview in Cleveland!

WILLIAM
No. I can't. You've got to help me. I have to go home.

RUSSELL
Come on man, we'll have more time there. Don't be tense!!

He begins rubbing the kid's shoulders. He's waking up. There's Penny, also rubbing his shoulders. It is degrading... and somehow cool too.

PUV.005

WILLIAM
(to Penny)
You said you'd help me.

PENNY
(massaging)
Come to Cleveland.

RUSSELL
(massaging, hypnotically)
Come to Cleveland... Come to Cleveland...

WILLIAM
I can't!!

RUSSELL
Can we help it if we like having you around!

William is a bundle of nerves and exhaustion now. Embarrassed and frustrated.

RUSSELL (cont'd)
Cleveland, my man. You can't miss out on the Rock
(MORE)

(CONTINUED)

102 CONTINUED: (2) 102

RUSSELL (cont'd)
Mecca of the midwest - you're with us. It's all happening!

PENNY
Rock and roll!

WILLIAM
(weary)
Rock and roll.

We hear David Bowie's live version of "Waiting for the Man."

103 INT. HOTEL ROOM -- DAY 103

They sit together, hair askew, in sunglasses, resting against the headboard. Carefully, Russell identifies his thoughts.

RUSSELL
I feel... like his parents.

Penny runs a worried hand through her hair.

PENNY
I know.

RUSSELL
I wonder how that happened.

PENNY
You ever notice that all your sentences begin with "I?"

RUSSELL
I hadn't, no.

PENNY
'Cause we should work on that.

He looks at her, plays the guitar a little.

104 EXT. HIGHWAY - NIGHT 104

Night. Doris rocks toward Cleveland on a muggy summer night. The windows of passing houses offer rich Edward Hopper glimpses of lives and people William will never meet.

105 INT. WILLIAM'S BUS BUNK - NIGHT 105

William watches from his bus bunk at the back, head on elbow. Looking up, he sees the rhythmic motion of bodies on the mattress above him, as music continues.

William gets up, nods hello to the Roadie and his Date on the bunk above. He moves down the aisle... to the seats near the front. A sleeping Russell sits upright, hugging his guitar. Penny asleep next to him, Polaroid in her hand of... Russell sleeping. The kid moves on. He sits with the Bus Driver, whose CB crackles with chatter from other tour buses headed to Cleveland.

ON THE FIRST SIGN - LATE NIGHT

Cleveland signs. Music rises. Heads pop awake.

RUSSELL
Cleveland!

106 EXT. DOWNTOWN CLEVELAND - LATE NIGHT 106

Like a slow-moving shark, Doris pulls into empty downtown Cleveland. The streets are empty. They pass the Agoura Ballroom, where a man with a long stick arranges the letters Stillwater on the marquee. Applause in the bus.

107 INT. SWINGO'S CELEBRITY INN - LATE NIGHT/EARLY MORNING 107

Russell and band enter like warriors, in a pack. William sags with the heavy bags in hand and over his shoulder. Here, in the middle of the midwest, is an explosive rock mecca, just as promised. The feeling of belonging invades all those in this lobby. Fans and other touring rockers mingle together. Outside in the real world, everyone else is going to work.

FAN
It's Bowie!

The lobby ignites, as William stands near Penny and Russell. Bowie races from a limousine through the lobby and into the elevators. He is shrouded by a jacket. Just the top of his electric red hair travels the lobby, as he's hustled by security man Dennis in the elevator. And out of the chaos comes...

108 INT. HOTEL ROOM - DAY 108

Jeff Bebe and Polexia smash against the wall of the Swingo's hotel room, making love.

109 INT. HOTEL ROOM - DAY 109

Russell and Penny Lane smash against their own wall.

109A INT. ARENA - NIGHT 109

Dick squats at the front of the stage, and talks to a few fans in the front row of this crowd.

110 INT. BACKSTAGE CLEVELAND PAY PHONE - NIGHT 110

A wild Cleveland crowd in the building. The cities on this tour are getting bigger, and so are the audiences. And there is a whiff of business now too. Men in satin tour jackets and some Disc-jockey types cruise the backstage. A Hysterical Fan is led screaming to the nearby medic room. Few even react - it's Cleveland - as the shot finds William, tired and yawning, on the backstage pay phone. He is absolutely ready for the worst.

WILLIAM
Hi Mom. I'm in Cleveland.

He listens stoically. Larry and Ed watch nearby.

INTERCUT:

INT. LIVING ROOM -- NIGHT

Mom sits in silence.

WILLIAM (cont'd)
(rehearsed)
I'm fine! I'm fine! I'm flying back on Monday Morning. I'll only miss one test. I'll make it up.

Russell listens in, holding his guitar, laughing.

RUSSELL
Tell her you're a slave to the groove - you can't help it!

WILLIAM
(covers phone)
No.

Russell grabs the phone, talks to the silent mother on the other end.

PJX.003

110 CONTINUED: 110

RUSSELL
Hi Mom! It's Russell Hammond, I play guitar in Stillwater! It's my fault. How does it feel to be the mother of the future of rock journalism?
(beat)
Hello?

Silence. Penny passes and stands near William, smoothing her pass. They watch a new pack of groupies prowl the road-crew. They are more glam, more trashy and less selective. They glare insolently at Penny Lane. This is the future.

RUSSELL (cont'd)
You've got a great kid -- nothing to worry about! We're taking care of him! And you should come to a show sometime! Join the Circus!

ELAINE
Listen to me. Your charm does not work on me. I'm onto you. Of *course* you like him.

RUSSELL
Yes.

ELAINE
He worships you people and that's fine with you, as long as he *helps make you rich*.

RUSSELL
(a nerve is struck)
Rich? I don't think so -

ELAINE
Listen to me. He's a smart, good-hearted, 15 year-old kid, with infinite potential.

Russell looks over at the kid, eyes narrowing as he processes the truth. He's 15?

ELAINE (cont'd)
This is not some apron-wearing mother you're talking to. I know about your Valhalla of Decadence, and I shouldn't have let him go. He is not ready for your world of compromised values, and diminished brain cells that you throw away like confetti. Am I speaking clearly to you?

(CONTINUED)

110 CONTINUED: (2) 11(

RUSSELL
Yes, ma'am.

ELAINE
If you break his spirit, harm him in any way, keep him from his chosen profession -- which is law, Something *you* may not value but *I* do -- you will meet the voice on the other end of this telephone. And it will not be pretty. Do we understand each other?

RUSSELL
Yes... yes...

ELAINE
(always the teacher)
I didn't ask for this role, but *I'll play it*. Now go do your best. "Be bold and mighty forces will come to your aide!" Goethe said that. It's not too late for you to be a person of substance. Get my son home safely, I'm glad we spoke.

She hangs up. Russell hangs up, oddly affected and shook up.

WILLIAM
Some people get her. Some don't.

Russell is still recovering. William feels embarrassed by his mother, once again.

111 ON THE HUDDLE 111

William with the band. He yawns, as the band breaks. Cleveland awaits. We follow Dick, who guides the band onto the stage platform, still in darkness. Already, stomping and applause is mounting. Russell turns to William before taking the stage:

RUSSELL
Your Mom kind of freaked me out.

WILLIAM
She means well.

Still rattled, he takes the stage. We see the unbridled enthusiasm of the faces on the front row. A wave of cigarette lighters stretch out before them.

(CONTINUED)

111 CONTINUED: 111

DICK
(importantly)
From Troy, Michigan....

Russell thwacks a couple chords. Audience thunders. He turns to other members, feeling chills. It's in these moments that everything else disappears. They bow and wave, still in darkness... each member seems to have his own fans. Dick lets all this play out before finally adding...

DICK (cont'd)
Will you please welcome to Cleveland...

More applause. This is very very very very fun.

DICK (cont'd)
Stillwater.

Lights come up. A full blast of audience love hits them right in the face, as they begin "Fever Dog." The band charges headlong into their set, as various fans are squeezed up out of the crowd and onto the stage.

HANDHELD ON RUSSELL

Who is in the middle of playing, as he smoothly whips off his guitar, and uses the instrument to send a Frenetic Fan back into the crowd. He slips back under the strap, laughing. More stage climbers spring up where that fan came from, and Russell now watches as Jeff Bebe dodges a fan and comes over to Russell to lean on him. Russell turns to share the moment with Penny, dancing with arms in the air at the side of the stage.

112 INT. DRESSING ROOM -- NIGHT 112

William in the dressing room, eyes red with exhaustion, finally interviewing Russell. He holds the mike stoically.

WILLIAM
So when you play a great show like tonight...

Dick enters with great urgency.

DICK
Okay. I need everybody's attention.

The kid shuts his eyes. He knew this would happen.

(CONTINUED)

112 CONTINUED: 112

DICK (cont'd)
Alright, well, the rumors are true. The record company has sent a big-time manager here to try and talk you into replacing me. His name is Dennis Hope. I know you've all heard of him. He's got all the big bands. He's right outside. He wants five minutes with you right now. I think we gotta do it.

RUSSELL
(pissed)
Then bring him in.

William shuts off his tape recorder.

JEFF
(arrogant)
Bring him in! We'll send him out on a rail!

RUSSELL
(to William)
We'll finish on the way to Boston. You can fly home from Boston.

William nods, exhausted, as Dick opens the door. In walks a small general of a man in a baseball t-shirt, well-trimmed beard and bowl cut. He holds the super-new Halliburton briefcase. He is DENNIS HOPE, 28. A man from the midwest, with a vision of the future of rock and roll. Already in his head are all the things that will come to pass. Higher ticket prices. Merchandising deals. Greater distribution and accounting of album sales. He shrugs hello to the band.

DENNIS HOPE
(competely unthreatening)
Hi.

RUSSELL
We already have a manager. He's been with us from the beginning.

Hope appreciates the lack of small talk. He strides the room with the joyful enthusiasm of a kid who wants to build a fort. Russell watches, dismissive, holding his guitar.

DENNIS HOPE
Respectfully. We all have our roots. I believe
(MORE)

(CONTINUED)

112 CONTINUED: (2) 112

DENNIS HOPE (cont'd)
in bands holding onto their roots. But those roots need to be augmented. I'm gonna tell you the truth - I may enrage some and entrall others. I don't really give a fuck. Your manager here *needs a manager*. Example. If you hadn't run out on the contract in Phoenix, you *could* have sued over Russell's hand... but you left, negating the contract, forfeiting the deposit, and you effectively traveled a long way to pay that promoter... to electrocute you.

Russell looks at his hand.

DENNIS HOPE (cont'd)
We can all work together. Your damages have put you way into the hole for this tour. Right now you owe the record company more than you've got. But your record's selling, there's money to be made. So I've brought a plane in, we can add more shows to make-up the difference. *Respectfully.*

RUSSELL
(immediately)
We travel by bus.

JEFF
Doris is the soul of this band! That bus has been our home since we were the Jeff Bebe Band.

Dick watches his loyal band with admiration.

DENNIS
Hey man -- I'd travel on a *pogo stick* if I thought we'd make more money. You can play more dates with a plane...

112A INT. CLEVELAND ARENA - NIGHT - SAME TIME 112A

Penny Lane stands on stage facing the empty arena. The roadies have packed up and moved on. She is alone in the poetic and trash filled structure that was just hours ago filled with people. (Behavior to come)

INTERCUT WITH:

112B INT. DRESSING ROOM - NIGHT 112B

(CONTINUED)

112B CONTINUED: 112

The band meeting continues.

RUSSELL
(passionate)
Hey man, it's not about money! It's about Playing music, and turning people on!

The band agrees.

DENNIS HOPE
(delicately)
Yes, of course. Clearly. *Respectfully*. But on the distasteful subject of money. Just know. You're making it -- *right now* -- and it's all --

He gestures to infinity.

DENNIS HOPE (cont'd)
-- out *there*. I'm just talking about bringing it --

Bringing his hand together in a fist, he returns it, close to his heart.

DENNIS HOPE (cont'd)
-- back *here*.

The band looks at Dick, who manages not to be speechless.

DICK
But why should we pay *you* for something we can do ourselves?

DENNIS HOPE
(immediately)
Do you know how to keep from getting charged for the ice below the floorboards of Chicago Stadium? Do you *know* how to do a headlining tour, do you Claire Rothman at the L.A. Forum? Do you know Bobbi Cowan, Lisa Robinson, Jim Ladd, Frank Barcelona?
(look around, amazed)
This is Cleveland. Where's *Kid Leo*??
(basics)
Do you know how you get a record not pressed but *played*? Do you know? I didn't invent the rainy
(MORE)

(CONTINUED)

112B CONTINUED: (2) 112

DENNIS HOPE (cont'd)
day, man. I just own the best umbrella.

He laughs. It's fun. Band members are now listening, curiously spellbound.

DENNIS HOPE (cont'd)
Because as much as you may believe that it will last forever, it does *not* last forever... your *biggest fan* right now soon they're going to go to college, gonna wanna buy clothes, spend that money some other way, and you know what?
(the final insult)
They'll tape your record from a friend's copy.

Russell stops fingering his guitar. Shot moves across the faces of the band members. Pain.

DENNIS HOPE (cont'd)
You've got to take what you can, when you can, *while* you can. And you've got to do it *now*. That's what the big boys do.

The band squirms, but listens.

DENNIS HOPE (cont'd)
Because if you think Mick Jagger will still be out there trying to be a rock star at age fifty, you're sadly sadly mistaken.

Now he's reaching them. Their slackened road-weary faces start back at the young dynamo.

DICK
(flustered)
Yeah, well... we'll think about what you said.

DENNIS HOPE
(casually)
No no. You don't understand. *I'll* think about it. I'm not auditioning. I came here to decide whether *I* want to represent *you*. So I'll stand outside for a moment, and think about whether I want to stay.

He leaves the room with a pleasant shrug. Stunned silence. William watches their body language. No one wants to talk first. Their faces read as -- who was that guy, and how can we talk him into staying?

113 INT. PLANE -- DAY 113

William watches as the band stands inside the new plane. Dennis Hope looks on.

RUSSELL
This is not us. This is too much.

He looks around for support. Grim nodding faces.

RUSSELL (cont'd)
This is too much.

He sits down, the seat is incredibly comfortable. He strokes the velour handrests, with nearby card table.

RUSSELL (cont'd)
(impressed at seat)
This is *too much.*

William watches as Russell reclines. Russell grabs Penny, and she falls into the seat next to him. We hear the loud oncoming sound of the plane in flight, as Dennis cooly asks for Penny's seat.

DENNIS HOPE
Do you mind?

114 EXT. PRIVATE AIRPORT -- DAY 114

Doris the bus stays behind in the parking lot, abandoned near a field. The new plane lifts off in the background, as the bus sits alone, as if crying steel tears. Bus Banner reads simply: CLEVELAND. Reprise ending of Whole Lotta Love.

115 INT. PLANE NIGHT 115

The girls sit on the jumper seats at the back of the plane, with William.

116 INT. BOSTON HOTEL ROOM HALLWAY -- DAY 116

William trudges the hallway with tape-recorder and notebook, trolling for Russell. He passes Boston travelogue posters on the walls. A few room doors are open, he looks for any sign of the guitarist. William veers into Dick's room, where a poker game full of Roadies is in progress. The room is thick with exotic smoke. They are a bunch of road-hardened snobs, smoking cigars and other items, famous to themselves, listening not to rock and roll... but Sarah Vaughn.

(CONTINUED)

116 CONTINUED:

WILLIAM
Anyone seen Russell?

DICK
The Enemy!

Door widens to reveal Russell.

RUSSELL
Hey! Welcome to the Road Crew Poker Party. This game's been going on for two years.

DICK
That's Mick - he's with The Who. That's John - with J. Geils. And that's Richard with Eagles... and you know The Wheel.

THE WHEEL
Hey.

Grumbling roadies continue playing. Like an old pro, the kid turns down a Cola-can hash-pipe. This hand is down to Dick, and a roadie named REG from Humble Pie.

DICK
Side proposition. For fifty dollars and a case of Heineken, I will put into the pot... three Lovely Ladies, Including the famous Penny Lane... the Band-Aids, who need to exit our tour before New York...

REG
It's a deal. Show 'em.

Dick lays down three tens. Reg lays down three Kings. Dick loses.

DICK
Three Lovely Ladies... now in the custody of Humble Pie.

REG
Alright, so we owe you fifty dollars and case of Heineken.

Embarrassed, Russell notices the kids face. He leans over, and speaks confidentially to him.

116 CONTINUED: (2) 116

RUSSELL
Look. Nobody's feelings are getting hurt here. She already knows Leslie's coming To New York tomorrow. They all understand. This is the Circus. Everybody's trying not to go home. Nobody's saying *goodbye*.

WILLIAM
No, I got it.

RUSSELL
These are the Rules that come with every electric Guitar and every amplifier. They're not just *written* anywhere. Rock and roll, brother. No attachments. No boundaries.

But the kid feels bad, and Russell knows it.

RUSSELL (cont'd)
Quit looking at me like that.

116A INT. HALLWAY - AFTERNOON 116A

The kid is still stuck on the road. He is in *hell* now. Wearily, with deep circles under his eyes, he shuts his eyes for a moment. Another band is moving through.

SABBATH ROADIE
Keep this hallway clear!

117 INT. BACKSTAGE TRAILER/DRESSING ROOM -- AFTERNOON 117

William and Penny sit on opposite ends of a blue locker-room bench. It's a small dressing room, crowded with roadies, guitars and men in stages of half-dress. Piles of luggage headed for New York sit by the door. The door suddenly opens and Dick arrives with champagne and a cake decorated with a sparkler. It is placed in Penny's lap. It reads: Unforgettable Penny... Age Unknown. Boston, 1973. They gather now as the cake sits before a surprised and enchanted Penny Lane.

DICK
Happy Birthday from us.

William watches her face as she reads the message on the cake. It hasn't sunk in yet.

(CONTINUED)

117 CONTINUED: 117

Russell produces a piece of hotel stationery. He reads a poem.

RUSSELL
So Penny our friend has gained another year.
But long ago, she threw it in gear.
She rocked the south
The East and West.
Could we please get off this endless tour
Where we're Black Sabbath's fucking
special guest?

Laughter.

RUSSELL (cont'd)
She says she's retired
Though we've heard that before.
She chose us...
And in Penny Lane we trust
She is a fan of this band.
Much more so than us.

William watches her face. Still enchanted, she hands out slices of the cake.

DENNIS HOPE
(to the point)
Sorry the plane isn't bigger.

It hits her. She looks at William for a clue. His truthful face does not look away. Now she knows. She turns to the others -- *the plane isn't bigger?* Shot moves in on Penny as she blinks just a little, cutting into the cake, still mugging for everybody, covering it all with a layer of sweet giddy laughter. Shot comes to rest behind her, her head turning to connect with band members. Each of them look away, nobody maintaining eye contact with her except the one she now doesn't look at. William. She blows out the candles, vamping Marilyn Monroe-style, and sucks off the frosting seductively, to cheers. Russell watches, as we push in on Penny. She notices all the luggage is gone, only her two cases remain by the door.

118 EXT. CONCORD PAVILLION BACKSTAGE -- EARLY EVENING 118

William exits a backstage Portosan. Penny catches him by the grilling area where catering is preparing for the outdoor event. Their laminated passes swing from around their necks. Thuding in the distance, Stillwater plays for a cheering outdoor crowd. The sound of summer insects in the air.

(CONTINUED)

118 CONTINUED: 118

PENNY
So it wasn't a birthday party, it was a farewell.

William doesn't answer. He looks at her, blowing some hair out of her face.

PENNY (cont'd)
You think you can fool me. I read you. I know what you're thinking.

WILLIAM
What's that?

PENNY
(touched)
You're *worried* about me and Russell.

WILLIAM
Yeah. I gotta work on that.

PENNY
You're so sweet. God -- if there was more of you in him...

WILLIAM
Don't tell me this stuff. I want to like him.

PENNY
(concerned for him)
Did you miss your test or something?

He shakes his head. It's so beyond a test.

PENNY (cont'd)
(racing, calculating)
I know I'm not on the plane, and I'm not going on some *other band's bus*. I mean, I could go with the Sabbath road crew, but that would be pathetic. The girls are all going with Humble Pie. If you could find out from Russell --

WILLIAM
(quietly)
Penny -

PX.03

118 CONTINUED: (2) 118

PENNY
(a decision)
Forget it. I'm flying to New York myself. I have a bunch of partial tickets. I know his ex-wife, current girlfriend's going to be there -

William's eyebrows rise. She examines his face for clues.

WILLIAM
-- I'm not sure that's a good idea.

PENNY
(overlapping)
What? What are you saying? What do you know? Did Russell say something?

WILLIAM
I don't know anything.

PENNY
I know he wants me there. He gave me a cake. He wrote me that sweet poem.

WILLIAM
(loud)
Wake up! Don't go to New York!

PENNY
Why are you yelling at me?

She looks so achingly beautiful to him.

WILLIAM
Because you're not who you said you were! I thought you were *retired!*

PENNY
You're right. I'm not who I said I was. I'm just like you. I love music, so this is my family. Some people like tractors, and they hang out with *tractor people*. What's the worst that could happen if I go to New York?
(little girl)
(MORE)

(CONTINUED)

118 CONTINUED: (3) 118

PENNY (cont'd)
"I get my little heart broken?"

WILLIAM
Oh no. Never *you!* You eat people *alive!*

She tears some leaves off a tree. He looks at her, unable to formulate a response.

PENNY
(accusatory)
I'm sorry I told you so much. You have some way of making everybody tell you all their secrets.

WILLIAM
That's a good one. Tell me too much and make it *my* fault.

He continues walking, she follows. They have ventured outside the backstage area, onto adjoining Boston farmland. The show booms in the background.

PENNY
Come on. You've seen what's happened. Russell and I fell in love. How much, I don't know... but this is the first time I've fallen for someone, really fallen... since Iggy, and I'm *not happy about it.*

WILLIAM
(beat)
You slept with *Iggy Pop!?*

She says nothing.

WILLIAM (cont'd)
(sputtering)
Why don't you just tell me now, who else -- so when I go to the record store, I know who to be jealous of. Because right now, it's looking like *the whole store!*

He's upset. She stares at him.

PENNY
(teasing, defiant)
You'll remember me forever. I was there when you lost your virginity.

(CONTINUED)

118 CONTINUED: (4) 118

WILLIAM
(upset at the memory)
So was Steely Dan! It was a crowded room.

She laughs, can't help it. Then:

PENNY
You make me laugh. I think I'm gonna cry.

WILLIAM
(continuing)
I thought we were going to Morocco! There's no Morocco. There's never *been* a Morocco. There's not even a Penny Lane. I don't *even know your real name.*

PENNY
If I ever met a guy in the real world, who looked at me the way you just looked at me...

WILLIAM
When and where does the real world occur? I am really... confused here. Fuck! All these Rules And all these sayings... and nicknames...

PENNY
You know -- you're too sweet for rock and roll.

WILLIAM
Where do you get off... where do you get "sweet?" I'm not sweet. I'm dark and mysterious and pissed-off and *I could be very dangerous* to all of you... I'm not sweet, and *you should know that about me! I am The Enemy.*

PENNY
You're not any of those things and that's what I love about you.

William stands there in disbelief, unable to look at her.

WILLIAM
You fall in love to *keep* from falling in love.

118 CONTINUED: (5) 118

PENNY
I don't want to go home!

WILLIAM
Well, I have to go home. *And you never helped me.*

PENNY
Yes I did.

WILLIAM
That disc-jockey in Arizona got a better interview than me... and he was *asleep*!

He starts walking back to the stage. She follows. They are two very young kids thrashed by the seas of rock and roll. His frustration increases. She just doesn't get it. Applause in b.g. She grabs his shirt.

PENNY
Look. You should be happy for me. You don't know what he says to me in private. Maybe it *is* love. As much as it can be with someone who --

WILLIAM
(blurts)
-- sold you to Humble Pie for fifty dollars and a case of beer? I was *there*!

He is instantly sorry. Her world privately crumbles, but she tries to remain stoic and carefree.

PENNY
What kind of beer?

119 INT. HUMBLE PIE CREW TRUCK -- DAY 119

Sapphire, Polexia, and Estrella bump along to the music and the road. They strain to maintain dignity in these decidedly third-class surroundings. There's only one small blurry window.

POLEXIA
Who did this to us?

120 INT. WILLIAM'S LIVING ROOM -- NIGHT 120

Mom on the phone.

(CONTINUED)

120 CONTINUED: 120

ELAINE
Then don't come home. Don't do this to me. If you're going to miss graduation, don't come home.

She hangs up.

121 INT. PRODUCTION OFFICE -- NIGHT 121

William on the phone. Speechless.

122 INT. COLLEGE CLASSROOM -- DAY 122

Elaine faces her Humanities class. She stands in an amphitheater-style, inner-city college classroom, decorated with colorful unorthodox artifacts from her home. These earnest city college students listen to her. But she cannot continue. There is a thundering upset inside her.

ELAINE
I'm sorry. I can't concentrate.
(beat, confesses, unhinged)
Rock stars kidnaped my son.

123 INT. BAND PLANE -- DAY 123

Music. Russell and band bounces down in NYC. Russell listens to music on headphones plugged into large boom box.

124 INT. LIMOUSINE -- DAY 124

William watches, facing the band from the jump seat of their limousine, heading into New York. Up ahead, Manhattan looms, beautiful and scary.

RUSSELL
"New York. Just like I pictured it...
"

JEFF
" ... skyscrapers and everything."

RUSSELL
(to William)
We showed you America. We did everything but get you laid.

Beat. They look at each other curiously. How much does the other guy know?

125 EXT. ST. REGIS -- DAY 125

Russell and band spill out of limo. The New York cluster of hardcore Stillwater fans wait outside. They hold collector's sleeves covering albums to be autographed, and fresh magic markers in hand. William in tow crawls out of the limo last. Dick goes to work, pulling luggage from the trunk. A serious-looking Fan (LENNY) approaches Russell with an autograph card.

FAN
I'm from the Church of Lenny. We bow to his will and all that it represents - The King of the King of Kings.

RUSSELL
Make it out to - ?

FAN
To *Lenny*.

Russell nods -- of course. He signs, as Dick approaches with a well-placed word in his right ear.

DICK
She's here.

DRAFT 2005

William turns, expecting to see Penny. Instead we see the long-limbed, athletic, pretty and collegiate LESLIE. She holds a Nikon camera, and snaps their picture.

JEFF
Leslie!

DICK
Your room is completely stocked, far away from any noisy ice machines, elevators or maid quarters. The air-conditioning is already on. And here is your security key -- by the way, you look stunning.

LESLIE
(taking treatment for granted)
ThanksI'llseeyoulater.

Nearby, the young journalist studies the tour's subtle shift in welcoming Leslie. Dick's New York mode is almost military.

DICK
Bags in five! Cars leave for the party at six!

125 CONTINUED: 125

William studies Leslie, everyone saying hello to her, everyone knowing the subtext. Nobody saying a word. William pulls his heavy bag out of the back of the limousine.
The bag breaks, and the contents spill out onto the New York sidewalk. Bars of soap, ashtrays, hotel keys, crumpled paper, the contraband t-shirt, "Do Not Disturb" signs, notes, towels and thick telephone books from every city.

DICK (cont'd)
You know. There are lighter souvenirs.

WILLIAM
(embarrassed)
Well -- I kept thinking I was going home the next day --

DICK
I did too. Fifteen years ago.

All help him with his spilled souvenirs. Russell shares a private look with the kid. Nearby Leslie greets other band members.

WILLIAM
Ric!

It's Super Zeppelin fan Ric Nunez.

RIC
(whispers)
It's all happening. Zeppelin is at the Plaza. So's four other bands. They're partying up there right now. Sapphire, and Miss Penny Lane too... She wants you to call her.
(William reacts)
They're all staying under the name Emily Rugburn.

William takes in the information, while regarding Ric's new custom shirt, which features the words to Zeppelin's "The Rain Song."

RUSSELL
(exiting with Leslie)
After the party. I'll come to your room - I promise. We'll talk. This is Leslie, by the way. Leslie, this is our wayward friend from *Rolling Stone*. The Enemy.

(CONTINUED)

125 CONTINUED: (2) 125

They shake, she smiles randomly.

126 INT. ST. REGIS FRONT DESK -- NIGHT 126

William checks in.

CLERK
William Miller? Sir, you have an urgent call from a Mr. "Ben Pong-Torres." He's holding for you, right now.

William takes the phone. The Clerk watches curiously as the kid adopts a new persona.

WILLIAM
(deep voice)
Hello.

INTERCUT

INT. JANN'S OFFICE -- SAN FRANCISCO -- AFTERNOON

On a rainy day in San Francisco, Ben Fong-Torres stands in the copy-strewn office of the young editor/publisher JANN WENNER. Several other editors are also present in the background, including David Felton with cigarette-holder in mouth, and a prep-school Fact-Checker named ALLISON.

BEN
Congratulations. It's gonna be a cover. Neal Preston will shoot 'em next week in L.A. We need you back in San Francisco tomorrow. We'll finish the story here.

William is overwhelmed with many emotions, fear topping the list.

BEN (cont'd)
You can tell the band. Allison, our fact checker, needs you to transmit whatever you have of the story, tonight, *now*, along with your notes. There is a mojo at the *Daily News* they'll let us use -

WILLIAM
Mojo?

(CONTINUED)

126 CONTINUED: 126

BEN
A mojo. It's a *very modern* machine that transmits pages over the telephone. It only takes eighteen Minutes a page...

126A EXT. NEW YORK STREETS -- NIGHT 126A

The sound of feet on pavement. William looks at addresses, hustling to the *Daily News* office.

126B INT. DAILY NEWS COPY STATION -- NIGHT 126B

William tears pages from his notebook and feeds them into the large and clunky earliest model fax machine -- "The Mojo." We hear David Bowie. "The Jean Genie."

A127 EXT. MAX'S KANSAS CITY -- NIGHT A127

William weaves, exhausted, into the Stillwater press party at this legendary New York nightspot. The Doorman, who checks i.d.s, sees the kid and expresses great doubt.

DENNIS HOPE
He's okay, he's with us -

Hope shoves him past the Guard, and sends him into a very mature new world.

127 INT. MAX'S KANSAS CITY -- NIGHT 127

The famous hub of New York rock and roll. A strong whiff of decadence mixes with youthful naivete. Not a hippie in sight. William walks through, looking for familiar faces. Overhead we hear Stillwater. "If You Say Nothing." The party is filled with scenesters, long silver-haired glamsters, some British journalists, and many hunched young skinny bodies in leather jackets. Russell grabs him by the arm.

RUSSELL
Ah ha! There you are, ya little fucker. Come on --

WILLIAM
I have some good news.

RUSSELL
-- I'll piss to that. Follow me.

A128 INT. MAX'S BATHROOM A128

They enter the small bathroom. Russell bolts the door, faces the urinal and pees. His own music throbs in the next room.

A128 CONTINUED: A12

RUSSELL
Dennis Hope took me aside, and wants to manage Me solo. Says to lose the band by February. Should I do it? I have no perspective anymore.

William pees in silence.

RUSSELL (cont'd)
At what point do I just take the hint? Nobody Loves this band. People like us, do they love us?

WILLIAM
I do.

RUSSELL
(then pissed)
Oh - get this - somebody told Penny Lane I sold her for beer. The network of these chicks! Like I would do that. It's Jeff who told her, right? Not you, right? None of these guys can just calm down and be a fuckin *adult*. Now she's here, freaking out. Leslie can smell it.

WILLIAM
(exiting)
Wait. I've got something to tell -

But he finds himself trailing Russell to the back room bar.

128 INT. GIRL'S BATHROOM - NIGHT - SAME TIME 128

Leslie in the bathroom. Penny enters and watches her discreetly. They stand together, side-by-side at the mirror. Leslie looks once, turns and then turns back at Penny. She knows.

129 INT. BACKROOM -- NIGHT 129

William sits with the band. Over Jeff's head, Penny hangs nearby, at the outskirts, drinking and dancing. They share a look, feigning causality.

WILLIAM
You guys -- you guys --
(beat)
You're gonna be on the cover of *Rolling Stone*.

(CONTINUED)

129 CONTINUED: 129

Stunned and overwhelmed, the band waits a beat, lets it sink in... and goes wild. Russell, stunned too, looks at the kid. It's big news. Jeff stands immediately, eyes moist, glass raised.

JEFF
(tears welling, instantly)
The cover of *Rolling Stone*. And we made it together. They don't just put somebody with *one little hit* on the cover of *Rolling Stone Fucking Magazine, man*. We made it.

The band nods solemnly, importantly.

JEFF (cont'd)
(continuing)
Damn it -- I'm gonna enjoy this. The first time I bought that magazine The Beatles were on the cover. Four of them. *Four of us*. Together. *TOGETHER*!

They begin singing the then-current Dr. Hook and the Medicine Show hit, "The Cover of the Rolling Stone" to William.

LESLIE
Who is that girl? She's creeping me out. She's not with any of you, is she?

WILLIAM/DICK
She's with me.

And now Leslie has confirmation. A symphony of looks, as Dick gets to his feet and moves to confront Penny. Penny Lane's eyes fill and she runs out. Russell stands... and sees William also stand. William turns and follows her. Russell stands watching, and does not leave. We hear Elton John's "Mona Lisas and Mad Hatters."

130 EXT. MAX'S KANSAS CITY -- NIGHT 130

William exits as a crush of Partygoers arrives. He doesn't know where she is. He takes off to examine the cabs stuck in traffic. Song continues.

POV WILLIAM

He looks in the backs of cabs. None of them her.

Music continues. He runs down the street, looking for her. Alone in New York City.

131 INT. PLAZA HOTEL -- NIGHT 131

William on the house phone.

WILLIAM
Emily Rugburn, please.

132 INT. HOTEL HALLWAY -- NIGHT 132

William approaches Suite 702. The door is open. He hears new band voices, and sees new faces. MUSICIAN # 1 intercepts him.

WILLIAM
Hi. I'm a friend of Penny Lane's.

MUSICIAN # 1
Aren't we all -

Musician types are leaving.

WILLIAM
Where is she?

Room Service arrives. Some appetizers and a large expensive bottle of champagne on ice.

ROOM SERVICE GUY
Can somebody sign for this?

William does.

ROOM SERVICE GUY (cont'd)
Thank you Mr. Rugburn.

Two more Musicians (English) exit the back room party. The room is clearing out.

ENGLISH MUSICIAN
She's sick. Let's get out of here.

ENGLISH MUSICIAN # 2
She used to be so much more together.

(CONTINUED)

132 CONTINUED: 132

William watches all, champagne in hand, and finds her in the backroom. She's addled and nearly passed out.

WILLIAM
What happened?

PENNY LANE
... I'm no good at goodbyes.

She sags. He grabs the phone.

PENNY LANE (cont'd)
You're the last of my old-time friends. Polexia went to England with Deep Purple... can you believe that? Even Sapphire's out someplace else. All she left was her quaaludes.

WILLIAM
Oh -- *wonderful.*
(into phone)
Front desk? Please send a doctor. Room... what room? 703. *702.* Both rooms, either room. This is Mr. Rugburn, Yes. My wife's had an accident with some quaaludes. Yes - I'll do that.

The room has emptied out. Just them, and the remnants of a movable party that has moved elsewhere.

WILLIAM (cont'd)
Wake up!

He struggles to get her on her feet. She tips over on her strappy platform shoes. He struggles to untie them.

133 EXT. GRADUATION -- DAY 133

The School band plays "Colour My World." School PRINCIPAL at the podium.

PRINCIPAL
And now... our graduating class! Jane *Abbott!*

A peppy student bounds up and grabs her diploma. Elaine Miller watches dolefully in the audience.

133 CONTINUED: 133

INTERCUT:

134 INT. HOTEL ROOM -- NIGHT 134

William holds Penny in his arms. Finally she is close to him.

135 EXT. GRADUATION CEREMONY -- DAY 135

PRINCIPAL
Victor Sanchez!

Warm applause for another student who grabs his diploma. He takes off his mortar board to flash an American flag bandana. He raises his diploma in victory.

136 INT. HOTEL ROOM -- NIGHT 136

William holds Penny Lane, and keeps her moving. It's a sagging, messy slow dance.

WILLIAM
"In the unlikely event of a water landing... "

PENNY
"... you will be required to wear a safety vest."

WILLIAM
Keep going.

PENNY
"Please place *all* stowable luggage in the overhead compartments... or in the seat in front of you."

WILLIAM
(prompting)
"Seats and tray tables."

PENNY
"And seat-*backs* and *tray tables* should be in their full and upright and *locked* positions... "

JX005

137 EXT. GRADUATION CEREMONY -- DAY 137

PRINCIPAL
And now... our "*Pending*" *Graduates!*
(pause)
William Miller... not present.

Elaine applauds her son, stoically. It is a dagger through her heart. A sympathetic look from a nearby Mother continues the pain.

138 INT. HOTEL - NIGHT 138

They move slowly, she's fading.

WILLIAM
"In the tragic event of a water landing... "

139 EXT. GRADUATION - DAY 139

The Principal shares a few thoughts.

PRINCIPAL
And to the class of 1973, we say --
(beat)
Don't forget to remember yourself as you are *today*... full of hope... and the dream that everything is possible... Remember this, twenty years from now, when we all own home computers and we all travel in shiny electrical cars that move *swiftly*, high above the city...
(beat)
The key to the future is keeping today alive *forever*.

Elaine's head lowers slowly in a sea of happy parents. The day will never end. Mrs. Deegan slips into the seat next to her.

MRS. DEEGAN
First. Release the guilt.
(Elaine nods)
Second -

ELAINE
Please let there be only two, because I can't get past Number One.

(CONTINUED)

139 CONTINUED: 139

MRS. DEEGAN
Second. Leave a little room for the other teachers in this world. He's out there looking for mentors.

ELAINE
He's got twelve of them. They're lined up. He's just tired of *me*.

A140 INT. HOTEL ROOM -- NIGHT A14

William holds Penny. She is very woozy.

PENNY
"... you will be required to..."
(gives up)
I'm tired.

She is very groggy, as he holds her.

WILLIAM
Well. Now that I have your attention. And you may not remember this later, I just want to make it clear that... *Hey!*
(she blinks, barely awake again)
I know you've heard this before. And I have never said this to anybody, not really - well, nobody who didn't legally have to say it back to me, but -
(tries to be casual)
I love you. And I have a hard time sharing you with all of rock and roll because I - why am I nervous? - You'll never remember this - HEY! -
(she blinks)
I love you, and I'm about to boldly go where... *Many* men have gone before...

He kisses her. A doctor and nurse come crashing into the room. They push past William and pull Penny into the bathroom. He sits on the edge of the bed, looking into the bathroom, as they work on her. We hear Stevie Wonder. "My Cherie Amor."

140 INT. BATHROOM -- NIGHT 140

Doctor places a tube down Penny Lane's throat. A bored nurse holds a water-bag, lowering it to ground level.

(CONTINUED)

140 CONTINUED: 140

WILLIAM'S POV INTO BATHROOM

Her feet sticking out, wriggling. He watches, as music continues.

ON THE BATHTUB

Her amber-colored stomach contents look like a Jackson Pollack portrait of the era, with three partially dissolved pills. Doctor hands enter frame and remove them. Music continues.

141 INT. HOTEL ROOM - LATER NIGHT 141

The Doctor re-appears, and sits down next to William, as the Nurse exits. The Doctor withdraws a three-page report form.

DOCTOR
Your wife will be okay for now -

WILLIAM
Thank you Doctor.

DOCTOR
However, she says you're her brother.

WILLIAM
(eyes report)
She's a little confused.

The ice shifts in the champagne bucket nearby. The Doctor sizes up the situation.

DOCTOR
Nice champagne.

WILLIAM
I don't have a driver's license. With me.

DOCTOR
Tomorrow's my wedding anniversary. I'd prefer to take care of this without facing the dawn at the police station. So if you can find a way to get this girl - your wife - back home to her parents, I'd let you pay me anything you can afford. Because you don't appear to be related to the famous Rugburns of Rhode Island.

PINK 05

141 CONTINUED: 14

His eyes flick to the champagne. The kid takes a hint, reaches over to the champagne.

WILLIAM
Happy Anniversary.

The Doctor puts the champagne in his bag.

DOCTOR
She won't be good company, but keep her awake for another four hours.

142 INT. AIRPORT TICKET COUNTER -- MORNING 14:

Song continues. William and Penny drag themselves through the airport. He guides her to the ticket counter. Penny wears her green coat, large sunglasses. He sorts through her many partial tickets. They are both so tired. She shakes off her coat -- she's suddenly very hot -- and he grabs it and loops it through her bags. She's irritable, and ready to go home.

143 INT. AIRPORT GATE - MORNING 143

The personal connection is everything he'd wanted. William raises Penny's Polaroid camera, and snaps a shot of them together. Puts it in her pocket.

PENNY
(baring her soul)
When I was 14, my Mom and her boyfriend took me to a Rolling Stones concert - and I freaked out and I rushed up to the front of the stage and then a thousand people had the same idea at the same time and I was getting crushed. And I couldn't breathe and that thought flashed through me - almost like a car accident - I thought I might die. And it was in the middle of "Midnight Rambler" and Keith Richards saw me. And he came over, and came to the front of the stage, and he pulled me out. And they took me backstage and they gave me a coke with ice and a - and a lemon. And I never went home.

WILLIAM
What about your Mom?

143 CONTINUED: 143

PENNY
She always said - "Marry Up." Marry someone *grand*. That's why she named me Lady.

WILLIAM
(horrified)
She named you *Lady*?

PENNY
Lady Goodman.

WILLIAM
No.

PENNY
You never really get used to it, either.

WILLIAM
Well -- this - this just explains *everything*.

He wishes he did. She rubs her stomach. It's a rocky morning.

WILLIAM (cont'd)
See you back in the real world.

PENNY
See you back there.

She kisses his forehead, and takes off down the accordion leading to her plane. She drops her coat again, bending down to retrieve it.

WILLIAM
Hey Lady!

Four Women turn, but not Penny. She disappears.

144 INT. AIRPLANE - DAY 144

Penny Lane settles into her seat on the airplane. She notices William watching from the terminal window, and waves.

STEWARDESS
Please extinguish all flammable items, and return all seats
(MORE)

144 CONTINUED: 144

STEWARDESS (cont'd)
and tray tables to their full and upright locked positions.

She mouths along with the words. There is no one to share the joke with. And then a few blurry memories come back to her. She gestures to him... understanding him more fully... as he disappears.

145 INT. AIRPORT TERMINAL - DAY 145

William walks alongside her plane, moving from terminal window to terminal window. Catching her glance again, he's picking up steam. What's she saying?

146 INT. PLANE - DAY 146

She keeps watching as he runs alongside, still keeping up with her plane. She now fully remembers, and places her outstretched fingers on the window. She mouths the words: I'll see you back home!

ON WINDOW

He is running through her fingers.

CLOSE ON WILLIAM

Who can run no further.

FADE OUT

FADE UP

147 INT. BAND PLANE -- DAY 147

Russell and William are in mid-interview. The kid's microphone is out. It's a little bit of a rough flight. William wears the same clothes.

RUSSELL
Why didn't you come back to the party? Bob Dylan showed up. He was sitting at our table for... had to be an hour, right? Just *Rapping*. Bob Dylan! I kept looking for you. I was going to introduce you.

The kid feels pain.

(CONTINUED)

147 CONTINUED: 147

JEFF
What happened to you last night?

WILLIAM
It's a long story.

A sharp jolt of turbulence. Russell begins pounding on the card table in rhythm.

RUSSELL
(sings Buddy Holly)
"Peggy Sue... Peggy Sue... "

DICK
Please.

RUSSELL
"Pretty pretty pretty pretty Peggy Sue... "

A moment of laughter, and then bam. Jeff's drink rises and suspends briefly in mid-air. The plane takes another mighty knock.

JEFF
We shouldn't be here.

RUSSELL
Doris, we miss you!

Fear is creeping in around the edges. William, already an uneasy flier, looks down.

PILOT'S VOICE
This is Craig, your pilot. It appears we've caught the edge of that electrical storm we were trying to outrun. Buckle up tight now. We're gonna do our best to getcha out of this.

The rocking of the plane worsens, as all buckle up.

JEFF
"Electrical storm?"

RUSSELL
(strapping in for a roller coaster)
Rock and roll.

(CONTINUED)

147 CONTINUED: (2)

The sky darkens abruptly. William looks up, increasingly nervous, stares straight ahead. The plane suddenly drops and stabilizes. Everyone is silent but Russell.

RUSSELL (cont'd)
Wooooooo Baby!

A moment later, an ashen-faced CO-PILOT emerges, balancing himself with hands on the ceiling of the shuddering plane.

CO-PILOT
We're gonna try to land in Tupelo. We're going to have to cut the inside lighting for the next several minutes. We found a field to land in.

The kid notices Silent Ed is rubbing a small crucifix.

DENNIS HOPE
A *field*?

JEFF
I can't breathe.

Push in on Russell. We hear a series of unfamiliar electrical sounds. The plane screwballs through the sky.

CO-PILOT
It might be a rough set-down. We should be fine.
(cracking at the edges)
But what we do say in a situation like this is - We would pass out before the plane ... disassembled. However, God help us, if there's anything you want to say to each other, any secrets, anything like that, now would be a good time. But just hang in there. We'll get you out of this.

He returns to the cockpit. The weather worsens, as the hail suddenly pelts the plane, and it comes down hard. Inside lights shut off. Williams stares straight ahead, as the cockpit door swings open - total chaos visible inside - and then shuts again.

DICK
And everyone thinks it's so glamorous out here.

(CONTINUED)

147 CONTINUED: (3)

LARRY
(oddly detached)
He just told us we're gonna die.

JEFF
(insecurities running wild)
We're gonna crash in Elvis' hometown --

RUSSELL
Shut up.

JEFF
-- we can't even die in an original city!

RUSSELL
C'mon Dennis, get us a better city.

Nervous laughter. Another sheet of hail hits the plane.

LESLIE
Oh my God.

PUSH IN ON WILLIAM

Just shaking. Nearly in tears. Hyperventilating.

RUSSELL
If something should happen. I love all of you. I don't think we have to do the secrets thing.

The plane shakes. Now lightening strikes very close. A flashing wall of electricity rolls through the plane and evaporates with a burning smell still in the air. In the darkness:

DENNIS HOPE
I once hit a man in Dearborn, Michigan. A hit-and-run. I hit him and kept on going. I don't know if he's alive or dead, but I'm sorry.

LESLIE
(gripped with fear)
Oh my God.

The plane wildly rises, and falls. It stops for a moment. A strange smooth patch.

147 CONTINUED: (4) 147

DICK
I love you all too, and you're my family. Especially since Marna left me. But if I ever took an extra dollar or two, here and there, it was because I knew I'd earned it.

RUSSELL
I *slept* with Marna, Dick.

JEFF
I did too.

LARRY
I waited until you broke up with her. But me too.

JEFF
I also slept with Leslie, when you were fighting.

RUSSELL
You... slept with Jeff?

LESLIE
Yes, but it didn't count. It was the summer we decided to be free of all rules.

RUSSELL
(to Jeff)
And you say you "love me."

JEFF
(the truth)
I don't love you, man. I never did.

RUSSELL
Please. Enough.

JEFF
NONE of us love you. You act above us. You ALWAYS HAVE!!

LARRY
Finally. The truth.

EX-005

(CONTINUED)

147 CONTINUED: (5) 147

JEFF
You just held it over us, like you might leave... like we're *lucky to be with you*. And we had to *live with it*. I had to live with you, and now I might die with you and it's *not fucking fair*.

William watches, catatonic.

RUSSELL
(to Larry and Ed)
You hate me? *You too?*

Larry stares at him. Ed says nothing.

RUSSELL (cont'd)
All this *love*. All this *loyalty*.
(incredulous, giddy)
And you don't even *like* me.

JEFF
And I'm still in love with you Leslie.

Bam. The plane is pulling sideways, and dropping altitude.

LESLIE
I don't want to hear anymore. Shut up! Shut up! *Shut up!*

RUSSELL
(to Jeff)
Whatever happens, you're dead.

JEFF
Don't be self-righteous, Russell, not now. You were sleeping with Penny, that groupie. Last summer, and up until *yesterday*. Why don't you tell Leslie THAT?

Russell tries to get up and attack him. The force keeps him in his seat. He yells. Loud.

DENNIS
(freaking out)
I quit.

(CONTINUED)

147 CONTINUED: (6) 147

The turbulence worsens. William finds his mouth saying emotional words he cannot control.

WILLIAM
"That groupie?" She was a *Band-Aid*. All she did was love your band. And you all -- you used her, *all of you*. You used her and threw her away. She almost died last night, while you were with *Bob Dylan*. You're always talking about the fans, the fans, the fans. She was your *biggest* fan and you threw her away. And if you can't see that, *that's* your biggest problem.

Russell and Jeff stare at each other. The plane is rocking very very hard. Leslie is crying.

ED
I'm gay.

They all turn to the silent drummer. (It's his first spoken dialogue of the movie.)

Then.

The plane pops out from below the clouds. Sunshine spikes through the embattled windows of the plane, as they float downwards to the city of Tupelo, Mississippi. A very very uneasy silence fills the plane. No one can look at each other. Out bursts the Co-Pilot, giddy with victory.

CO-PILOT
Thank God above, WE'RE ALIVE!! WE'RE ALIVE!! WE'RE GONNA MAKE IT!!

Shot of all the occupants, ending with Russell. Suddenly, the alternative seems far more attractive. We hear Rod Stewart's "Jo's Lament" as music plays over their still-shocked faces.

148 INT. TUPELO AIRPORT CORRIDOR -- DAY 148

Music continues, as they walk together like ghosts in a long and very pregnant silence, ignoring the kid. Everything is different now. The kid peels off and throws up in a dumpster. We continue with the band, unhappily moving forward. William hustles back to catch up. They ignore him. There are much bigger thoughts in play. No one wants to speak.

JEFF
Well, I think we can build on this new honesty.

(CONTINUED)

148 CONTINUED: 148

Boom. Russell attacks him, and they're pulled apart. The band continues moving forward, arriving at a fork in the airport terminals. William stops. This is where he must part company. He stands at the mouth of the next terminal, as the band continues, unaware he's split off. He watches their backs, they've forgotten him.

Then Russell turns, sensing something missing. William. All now stop and turn. Still shell-shocked, they summon a pre-occupied but heartfelt goodbye. William waves. Music continues.

ON AIRPLANE DEPARTURE SCHEDULE

William's finger finds San Francisco.

149 INT. CAB -- SAN FRANCISCO -- DAY 149

The kid checks the address as he arrives at the MJB Building, and its next-door neighbor, the San Francisco headquarters of *Rolling Stone* Magazine. He still wears the same clothes from last night in New York.

150 INT. ROLLING STONE MAGAZINE -- DAY 150

William arrives at the front desk, gets the once-over from a friendly RECEPTIONIST, a paragon of new cool.

RECEPTIONIST
Leave your package at the desk.

WILLIAM
I'm not a messenger. I'm one of your writers. William Miller.

He is zombie-tired, with heavy duffel case and his orange bag.

151 INT. ROLLING STONE OFFICES -- DAY 151

William walks down the center aisle. Editors and writers look at him, standing at the front of their cubicles to see this exhausted 15 year-old writer. At the end of the aisle, like a human finish line, stands Ben Fong-Torres.

BEN
You're William Miller?

The secret emerges not with a bang but with a slight and tired nod of the head.

(CONTINUED)

151 CONTINUED: 151

WILLIAM
Yep.

BEN
(putting it all together)
Oh baby.

Ben leads him into the office of Jann Wenner, the editor-publisher.

152 INT. JANN WENNER'S OFFICE -- DAY 152

William sits. Editors are feverishly discussing the next issue. The big concerns of a national magazine are in the air. Everyone is focused and quick. The conversation is machine-gun like. Jann Wenner turns to the kid.

JANN
We can't run the piece.

The kid's eyes travel to his story -- a stack of fuzzy-looking sheets on the table.

BEN
You obviously saw more than you wrote about. After eight days on the road with these guys--

DAVID FELTON
Didn't *anything* happen?

JANN
And where are *you* in this piece? What did *you* want to write? Because this reads like what *they* wanted you to write.

BEN
What happened to your highly-touted think piece on limitations of a middle-level Band in the face of success?

William sits speechless. It's sinking in. Failure. Conversation continues at a fast pace:

JANN
We can push up Chet's Who cover -

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FACT CHECKER
Good 'cause it's going to take me three days to get through this research. It's all handwritten, on little slips. Plus, they all refer to women as "chicks." I mean, as a woman I have a problem with that. I know it's a side-issue.

DAVID FELTON
(sympathetic, loquacious)
It's a "puff piece." You fell for 'em. It happens. A relationship forms. You want them to like you.
(wistful, chewing cigarette holder)
Happened with me and Charlie Manson. He was a very charming... lively... *charismatic...*

Felton catches himself swooning. The others are staring at him. He snaps out of it.

DAVID FELTON (cont'd)
... mass-murderer.

WILLIAM
Please let me finish it. Give me tonight to work on it.

FACT CHECKER
Chet's piece is all fact-checked and ready.

JANN
(to William)
Get some sleep. We'll do another story sometime. We'll get you a kill fee.

FACT CHECKER
His research is all on *little bits of paper.* Did I say that?

WILLIAM
Ben. You told me to *send what I had.* It's not finished.

FACT CHECKER
That's being charitable.

Ben looks at the kid, then at Jann. Jann scans the kid's face for a beat, nods.

(CONTINUED)

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JANN
Let him use the big office. It's where Hunter used to write.

William rises, gratefully. He shakes Jann's hand.

FACT CHECKER
(pointed re: his age)
You can type.

WILLIAM
Yes. I took it in *grade school*.

153 INT. BIG OFFICE -- NIGHT 153

William sits in the "big" office. It's a small white tank. After all the sound and fury, there is only the hum of a large electric typewriter. His research, transcripts and some band photos sit nearby. He takes a bite of a candy bar, a sip of coffee. He looks at the phone.

INT. LESTER BANGS' BEDROOM -- NIGHT

Crazy jazz is playing. Lester Bangs on the phone.

LESTER BANGS
Aw, man. *You made friends with them!* See, friendship is the *booze* they feed you. They want you to get drunk on feeling like you *belong*.

INTERCUT:

INT. ROLLING STONE -- NIGHT

William in the empty *Rolling Stone* office.

WILLIAM
(ruefully)
Well, it was fun.

LESTER BANGS
They make you feel cool. And hey. I met you. You are *not* "cool."

WILLIAM
I know. Even when I thought I was, I knew I wasn't.

(CONTINUED)

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LESTER BANGS
That's because *we* are uncool! And while women will always be a problem for guys like us, most of the great art in the world is about that *very* problem. Good-looking people have no spine! Their art never lasts! They get the girls, but we're *smarter*.

WILLIAM
I can really see that now.

LESTER BANGS
Yeah, great art is about conflict and pain and guilt and longing and love disguised as sex, and sex disguised as love... and let's face it, you got a big head start.

WILLIAM
I'm glad you were home.

LESTER BANGS
I'm always home! I'm *uncool*!

WILLIAM
Me too!

LESTER BANGS
(leveling)
The only true currency in this bankrupt world is what we share with someone else when we're *uncool*.

WILLIAM
(distraught)
I feel better.

LESTER
My advice to you. I know you think those guys are your friends. You want to be a true friend to them?

William takes a breath. Looks at the research cassettes and notebooks. The empty page.

LESTER BANGS
Be honest and *unmerciful*.
(beat)
(MORE)

(CONTINUED)

153 CONTINUED: (2) 153

LESTER BANGS (cont'd)
You're doing great. Call me later if you want. I'm always up.

154 INT. ROLLING STONE OUTER OFFICE -- MORNING 154

Ben Fong-Torres and David Felton look at William's new manuscript with great interest.

FELTON
Read me the opening line.

BEN
(reads aloud)
"I am flying high over Tupelo, Mississippi, with America's hottest band, and we are all about to die."

FELTON
Mmmmm.
(as if sampling wine)
Dark. *Lively.*

BEN
Yeah, and it gets better.
(impressed)
Did this all really happen?

William sleeps restlessly nearby, mouth agape, sitting upright in a plastic chair.

FACT CHECKER
(jealously reaches for manuscript)
Give it to me. I'll call and check the quotes.

155 INT. NEW TOUR BUS -- DAY 155

The band rides in a new tour bus. The palpable tone in the air is -- PANIC.

JEFF
Look. Let's just piece together our information... because the fact-checker asked us all about different parts of the story.

TONY
What did he write about? What's he using?

(CONTINUED)

JEFF
It. *All.* He's using it all.

RUSSELL
So what?

JEFF
So what?
(beat)
We come off like amateurs... some average band... trying to come to grips, jealous and fighting and breaking up - we're *buffoons*!

RUSSELL
Maybe we just don't see ourselves the way we really are.

JEFF
He was supposed to be our friend.

RUSSELL.
(rueful, remembering)
I told him to write what he wanted.

All eyes look to Russell.

TONY
(to Russell)
By the way, he has you on acid, screaming "I Am A Golden God" from a fan's rooftop.

RUSSELL
(immediately remembering)
Oh my God.

JEFF
They used him to fuck us.

RUSSELL
(still back at "Golden God")
I didn't say "Golden God." Or did I?

DICK
We never took him seriously, and now it's serious.

155 CONTINUED: (2) 155

RUSSELL
I liked him as a person.

JEFF
He was never a "person!" He was a journalist!

Russell nods. He looks at Silent Ed, drumming soundlessly on a rubber pad.

RUSSELL
You. You had the right idea all along.

Ed silently nods thanks.

DENNIS HOPE
(nervously)
How about the plane flight?

DICK
It's all in there. But don't worry, it's all unspecific who says what. No names are mentioned in the more embarrassing sequences, it's just *completely obvious who's who! We're fucked!*

JX.005

Silence.

RUSSELL
I forgot he was there.

DENNIS HOPE
Well, they haven't talked to Russell - he can always deny the key stuff to the fact checker. Then they can't print it.

JEFF
(brightening)
Is that true?

DENNIS HOPE
It's war, my friend. If you'd met me earlier, he would have never been around.

Dennis hands Russell the phone.

155 CONTINUED: (3) 155

DENNIS HOPE (cont'd)
He'll live.

156 INT. ROLLING STONE OFFICES -- DAY 156

William is still being congratulated by his new peers. We see him woozy but beaming, as Allison the Fact Checker comes out of her office, waving the manscript. She works her way through the cluster of editors.

FACT CHECKER
The band just denied 90% of the story. It's a fabrication.

Everyone looks at William, who is speechless and confused. Their congratulations stop on a dime. The fact checker can't resist twisting the knife a little.

FACT CHECKER (cont'd)
You weren't honest. And worse, you wasted our time.

WILLIAM
Did you talk to *Russell*?

FACT CHECKER
Russell Hammond is the one who denied it.

BEN
(darkly)
Crazy.

FACT CHECKER
(one last shot, to William)
We're going with the Who - !

The kid has been sandbagged. The machine of a big-time magazine whirs into action on another story, as the cluster moves down the hall.

SOMEONE'S VOICE
He's just some *fan*... what did you expect?

William sits there, as only David Felton stays behind, brandishing his cigarette-holder. He sits down next to the kid.

FELTON
Well, I believe you.

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(CONTINUED)

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He looks at the kid, decides to offer a personal parable.

FELTON (cont'd)
Jim Morrison once came to my house and drank a beer. The beer is still on my mantle. I'm 35 Years old with Jim Morrison's beer as a shrine. I wanted to be Ernest Hemingway. Instead. I have Jim Morrison's beer.
(shrugs, he's learned to live with it)
If you didn't make your story up, good for you. If you *did* make it up... *good for you.*

The kid looks at him, too tired and still in shock.

FELTON (cont'd)
Say something, so I know you're alive.

WILLIAM
Goodbye.

He exits.

FELTON
Powerful words. Strong. Final.

157 INT. BACKSTAGE CREW MEAL - NIGHT 157

Russell Hammond sits down on a plastic chair with a paper-plate filled with buffet-style food - steak and baked potato. Preoccupied, and several seats away from other crew members. He drinks a glass of milk. Our old friend Sapphire takes the seat next to him, holding a skimpy paper plate of vegetables. They do not look at each other.

RUSSELL
I feel bad.

SAPPHIRE
Well, at least you feel. That puts you in a higher class of asshole.

They eat in silence. Sapphire looks around. The new breed of groupies eye her, as they cruise Russell on the periphery. They're bolder, flashier. She eyes them back with seniority.

RUSSELL
What do I do?

(CONTINUED)

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SAPPHIRE
Well - you can do what the big boys do.
(he looks at her)
Nothing.

RUSSELL
Yeah.

The girls still circle Russell nearby. He's unaware.

SAPPHIRE
You believe these new girls? None of 'em take birth control, and they eat all the steak.

She looks sadly at her plate of vegetables. An ever-sharp mind in last night's clothes, she commands Russell's respect.

SAPPHIRE (cont'd)
They don't even know what it is to be a fan! To blindly love some silly piece of music... or some band so much that it *hurts*. Please, they're all just after the money. Shoo --
(in their direction)
Go rob a bank! It's more honest!

RUSSELL
Is Penny okay?

SAPPHIRE
The Quaalude Incident. Yeah, it wasn't pretty. She could have died. I always warned her about letting too many guys fall in love with her. I guess I was wrong.
(shrugs)
One of 'em saved her life.

Russell nods.

RUSSELL
Well, it's finally over with Leslie. I'm going to call her.

SAPPHIRE
Let her retire.
(he doesn't respond)
(MORE)

(CONTINUED)

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SAPPHIRE (cont'd)
You want to lock her up in a house in Michigan? *Please.*
(he doesn't respond)
Write her a song someday. She deserves it. Something about that girl brought out the best in a lot of...
(looks around backstage)
... pretty average people. She deserves it...

Russell stares into his crew meal, nodding a little.

SAPPHIRE (cont'd)
(forward thinking)
... because something tells me twenty years from now, we'll remember her... and *not much else.*

Russell smiles to himself, knows it's true. Dick passes, placing hands on Russell's shoulders, massaging a little.

DICK
Have a good vacation. I hope the band stays together. Before it all went down the shitter, it was starting to get really good.

Dick claps Russell on the back, and moves on. He turns to Sapphire.

RUSSELL
I'm not going to blame myself. I do make people happy. They just shouldn't get to know me... 'cause it appears to spoil everything.

SAPPHIRE
Don't be so easy on yourself.

RUSSELL
What gives you the right to get this personal with me?

SAPPHIRE
Let's not reminisce.

158 INT. SAN FRANCISCO AIRPORT -- NIGHT 158

William moves like a zombie through the airport, and collapses in a seat. He sits still in the crowded flow of human traffic. A cluster of Flight Attendants pass. One stops, a stylish young

(CONTINUED)

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woman wearing a tall bubble-shaped PSA hat with swirling colors. She looks at the kid.

ANITA
William?

He looks at her. He feels like he's on Mars, and she looks like a Martian.

ANITA (cont'd)
You guys this is my *brother*!

MALE FLIGHT ATTENDANT
(as if meeting a celebrity)
"The *Narc*?!"

William looks woefully at them, like a dog who's been hit by a car.

ANITA
You guys, I'll deadhead back later. I think I'm needed.

MALE FLIGHT ATTENDANT
Nice to finally meet you.

FEMALE ATTENDANT
You have a good day!

Anita looks in her brother's face.

ANITA
You look awful, but that's *great*. You're living your *life*! You're finally free of... her.

WILLIAM
Yeah.

ANITA
Hey. I'll take off work. Let's have an adventure together. You and me, finally. Anywhere you want to go. Anywhere in the world.

159 EXT. WILLIAM'S HOME -- DAY 159

William whistles the family whistle. Sister and brother trudge up the steps.

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ANITA
This is not my idea of good time.

WILLIAM
Just get me to my bed.

ANITA
(resigned)
I'll deal with her.

William whistles again. Mom meets them at the door. She looks at her trashed son who has finally come home. For the first time, she hugs Anita first, and it's not lost on Anita.

It's a clumsy neck-hug, neither wanting to commit. The kid passes to his Mother's left, with suitcase, intentionally nudging her into his sister. Anita takes this as an aggressive act of love, and hugs her mother back. Tears stream down Mom's face. Their cheeks touch. Mom pulls away, and sees her own tears on Anita's face. Thinking that she's also crying, she grabs a tissue for them both.

160 INT. ELAINE'S HOUSE -- CONTINUOUS 160

The kid stands in the hallway listening, shaking his head, poised to enter his room, unseen by them.

ANITA
(so worried)
What are we going to do about him?

ELAINE
I don't know. Whatever happened to him, I just wish it could have happened to me.

ANITA
The magazine killed his story.

Now they really hug, Anita gulping back real tears. William watches them bonding over the oddest thing - his failure. William goes into the bedroom, the final three feet to sleep, and shuts the door. A hand places a hotel sign on the door - DO NOT DISTURB. Slight push in.

ON BED

He collapses with all his clothes on, almost instantly asleep. His walls, just as he left them, boast a pantheon of rock heroes... with a very lonely Abraham Lincoln (or Atticus Finch) in the cente

161 INT. ROLLING STONE OFFICES -- DAY 161

The elevator doors ding open, and out walks Russell Hammond. The Secretary has just finished

(CONTINUED)

161 CONTINUED: 161

answering the phone, "Straight Arrow Publishers." She puts the caller on hold.

RUSSELL
Hi, I'm Russell Hammond -

SECRETARY
You're here regarding?

RUSSELL
My life.

162 INT. EDITORIAL OFFICE - DAY 162

Russell stands with the editors, observing the fine portraits on the walls. He's behind enemy lines, and he knows it. Everything in the room fascinates him.

RUSSELL
I don't care what happens. I don't care if you put us on the cover. But you sent us a kid and... and he was a fan. And we all made friends with him - absolutely, to get a good story. But then we actually liked him. We thought he'd... show us our lives in some mythic way and I guess... we're not mythic. We panicked.

JANN
You denied most of this story.

RUSSELL
Yeah, well, here's the problem with the truth. It's too true -

BEN
Well, we appreciate the visit. The last time an artist came here, it was Buddy Miles and he punched me.

RUSSELL
I'm not punching anybody. I am personally, as of 2 pm yesterday, on a voyage of self-reinvention. This is about William Miller.
(counting off fingers)
He lived with us, he lost his virginity, he saw us at our worst, appreciated our best, he saved two lives, including mine... he smuggled about a half-pound of pot into Boston, and we never even told him -

(CONTINUED)

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Nearby, David Felton looks at another editor, raising an eyebrow.

RUSSELL (cont'd)
-- we told him too much, we told him everything... He almost died with us over Tupelo... if the band survives him, it'll be a miracle... but you know, he tried to keep up, and that's a *journalist* to me.

JANN
It's too late. We're going with a different cover.

RUSSELL
(immediately)
Thank God.

But Russell looks around at the numerous portraits of dead legendary rock stars, fixing on the one photo closest to all of them, a very vulnerable-looking Janis Joplin. A second thought.

RUSSELL (cont'd)
You tell me it's too late. But I could go back to my hotel room and... and O.D. tonight and something tells me you'd *find a way* to put me on the cover of the next issue. Am I right?

He looks at their faces. They cannot disagree.

RUSSELL (cont'd)
I'm learning the game.
(beat, shrug)
We fucked up. We made friends with him.

BEN
Next time we'll all be more professional.

RUSSELL
Maybe so.
(beat, an odd thought)
But God forbid, the day comes when selling yourself is as important as the music you make.
(rueful, to Hendrix on the wall)
You might have died at the right time, my friend.

JANN
Thank you for visiting. Good luck.

(CONTINUED)

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RUSSELL
Do what you want, but the story is true.

LONG SHOT RUSSELL

at the entrance. Raises his hand.

RUSSELL (cont'd)
Good evening!

162A EXT. SAN FRANCISCO - DAY 162A

Russell stands outside, a traveling man with no where to go. Oddly, and in a way that surprises him, the world begins to speak to him again... little noises everywhere, turning into a music of its own. It's a beautiful and compelling "silence." He thrusts his hands deep in his pockets, and takes a breath of life. His head filling again with the music of the world, he begins to walk down the street. Very naturally, and quite randomly, he is noticed by young passersby. They can't help it. He looks like a star. They can't quite figure out who it is, but it's *someone*, and they begin to follow him down the street. Unbeknownst to him as he walks along, deep in thought, a small crowd begins to form... following him.

163 INT. BREAKFAST TABLE - DAY 163

A quiet kitchen. Anita has been cooking. A substantial breakfast has been placed on the table. Sausage, orange juice... and now Anita sets down a plate of pancakes, with syrup and butter, in front of her mother. William watches his mother facing an old enemy - white sugar.

ANITA
They're called pancakes. Who knows when we'll be together again. Splurge. It's what most people call breakfast.

Mom looks at her children, and takes a breath.

ELAINE
I went through your records. And I found a song to play for you.

She goes to the stereo and puts on a record. The two children eye each other - what's coming next? (Song to be chosen) The two kids eye each other again. Self-consciously avoiding their gaze, Mom sits and toys with her breakfast. It's a song she clearly wants them to hear. It's a song from her heart. They look at her, amazed. Elaine looks up, regards her family. Somehow they're back at this table. They continue eating breakfast.

164 ON SIDEWALK 164

Bam. A bundle of bound *Rolling Stone* Magazines lands on the newsstand pavement with a thud. Someone reaches in to cut the cord, as the magazines puff up into view. It's the new issue, with Russell Hammond on the cover. The title: Stillwater Runs Deep. Just another stack of magazines waiting to be placed in the racks.

FADE OUT

Music segues to Led Zeppelin's "Four Sticks." Penny Lane's sleeping Polaroid shots of our characters, featuring a few self-portraits.

THE END

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